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**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

MIN WU, PH.D.,

Plaintiff,

vs.

INSTITUTE OF ELECTRICAL
AND ELECTRONICS
ENGINEERS, INC.,

Defendants.

Civil Action No. _____

JURY TRIAL DEMANDED

VERIFIED COMPLAINT

Plaintiff Min Wu (“Dr. Wu”), for her Complaint against Defendant Institute of Electrical and Electronics Engineers, Inc. (“IEEE”), states as follows:

COMPLIANCE WITH LOCAL RULE 10.1

1. Plaintiff is an adult individual maintaining an address in the United States at 6912 Timber Creek Court, Clarksville, Maryland 21029. Plaintiff is also a Chinese citizen holding U.S. permanent residency in Maryland. Defendant’s principal place of business and major operations center is located in New Jersey, at 445 Hoes Lane, Piscataway, New Jersey 08854.¹ Defendant is a not-for-profit corporation organized under the laws of the State of New York.

¹ See also IEEE 2022 I.R.S. Form 990, *Return of Organization Exempt from Income Tax*, available at <https://www.ieee.org/content/dam/ieee-org/ieee/web/org/corporate-communications/IRS-forms-990/2022-ieee-fed-990-public-disclosure-copy.pdf> (listing Piscataway operations center as IEEE’s address on federal tax document); *IEEE Operations Center in Piscataway*, Eng’g & Tech. History Wiki (last updated Oct. 27, 2022, 7:56 PM, https://ethw.org/IEEE_Operations_Center_in_Piscataway (on webpage sponsored by IEEE, describing IEEE’s move from New York to New Jersey: “As the size of the IEEE staff in New York City grew, IEEE needed to find expanded facilities. It was decided to purchase land and build a building outside New York City to house operations such as the warehouse, from which IEEE publications and products were shipped, and the membership operations.”); Rachel Gillett, *Operations Center Goes Solar: Rooftop Photovoltaic Solar Panels Installed*, IEEE Spectrum (Apr. 6, 2010), <https://spectrum.ieee.org/operations-center-goes-solar> (describing installation of 300 rooftop solar panels to meet electricity needs at Piscataway operations center, including photographs of complex).

OVERVIEW

2. This is an action for preliminary and permanent injunctive relief and for damages to redress the wrongful removal of Dr. Wu from her officer position as President of the IEEE's Signal Processing Society (the "Society" or "SPS"), in violation of the IEEE Bylaws and Policies, the New York Not-For-Profit Corporation Law, and Dr. Wu's due process rights. This action seeks immediate reinstatement of Dr. Wu to her elected position as the President of SPS and vacatur of the leadership ban that IEEE has unjustly imposed on her.

3. As a leading scientific and academic organization with hundreds of thousands of members across the globe, IEEE has in place extensive processes and procedures governing its membership ranks, ethics codes, and disciplinary process, including its Constitution, Bylaws, Policies, and Codes of Ethics and Conduct, among others. But without following those procedures, and despite decades of exemplary service by Dr. Wu, the IEEE has suddenly stripped her of her member-elected position as President of IEEE's SPS and banned her from service for years to come—*after* IEEE already concluded over half a year earlier that there were no grounds to substantiate any wrongdoing.

4. That begs the question, what is the IEEE punishing Dr. Wu for? The answer is simple: a text message that Dr. Wu sent, in Mandarin Chinese, in private group chats nearly a year ago, expressing her fact-based opinion on SPS election

candidates, that was shared outside of this private chat without her consent. No one within IEEE has had this message properly translated by a qualified cross-cultural translator—instead relying on a single AI translation—and IEEE has disregarded all of Dr. Wu’s attempts to provide appropriate context.

5. Dr. Wu hasn’t done anything that would violate any established IEEE Bylaw, Policy, or Code of Ethics or Conduct. Rather, Dr. Wu’s message simply expressed a fact-based opinion of the two candidates’ technical activity work, based on public facts and Dr. Wu’s own experiences. Instead of accepting and respecting an honest opinion they disagreed with or offering good-faith discussions, one candidate and his supporters opted for attacking Dr. Wu and accusing her of ethical violations. The Ad Hoc Committee formed by SPS based on the IEEE-mandated procedures specifically to address this situation recognized it for what it was and cleared Dr. Wu of any ethics violations in Fall 2023.

6. However, prompted by the efforts of a small faction within SPS, an IEEE Conduct Review Committee (“CRC”) then conducted an unfair and unjustified review of the complaints against Dr. Wu relating to her text message—complaints that had already been reviewed and found unsubstantiated by the earlier Ad Hoc Committee.

7. Without the membership vote required by the IEEE Bylaws and law, the CRC summarily removed Dr. Wu from her position as SPS President and

permanently banned her from all current and future leadership positions—an action the CRC had no authority to take. That severe and unlawful action was based on the CRC’s incorrect and conclusory “findings.” Those findings, which again center on Dr. Wu’s message of honest criticism and comparison in private group chats, unfairly and inaccurately accuse Dr. Wu of misconduct and are unsupported by the factual record. The CRC never identified even a single supposedly “false” statement made by Dr. Wu.

8. Again ignoring Dr. Wu’s extensive efforts to correct the factual record and highlight the unlawfulness of IEEE’s disciplinary actions, the IEEE Ethics and Member Conduct Committee (“EMCC”) and Board of Directors (using an arbitrary review procedure that did not provide Dr. Wu with due process) denied Dr. Wu’s appeal and upheld the decision removing her as SPS President, although reducing the lifetime ban to a term of years.

9. In short, IEEE’s ethics review committees ignored the Ad Hoc Committee’s report, disregarded Dr. Wu’s detailed explanation of her original message and the subsequent developments, and failed to afford Dr. Wu due process or to follow IEEE’s own procedures; these failures resulted in unsupported findings about Dr. Wu’s conduct—findings that IEEE wholly failed to explain or support in any detail.

10. Though disappointing, this is not the first time IEEE has engaged in conduct of this kind. Just a few years ago, IEEE engaged in similarly arbitrary and unlawful actions when it set out to expel another person of color and Asian descent, Dr. Ning Xi, from IEEE membership and remove him from his position as President-Elect of another IEEE technical society, without following the procedures required by IEEE's Bylaws and policies. *See Xi v. Inst. of Elec. & Elec. Eng'gs, Inc.*, Case 2:17-cv-07316-ES-MAH (D.N.J.) (Salas, J.). This Court intervened then to prevent IEEE from carrying out its removal plan and to stanch the harm to Dr. Xi's professional status and reputation.

11. This Court's intervention is again necessary to restore Dr. Wu to the leadership positions that IEEE has unjustly removed her from and vacate the leadership ban that IEEE has unjustly imposed on her without due process. Not only has Dr. Wu been summarily removed from her role as President of SPS, but IEEE has repeatedly announced its intent to proceed with a replacement election, with nominations due August 14, 2024, and nominee selection to start right after.

PARTIES, JURISDICTION, AND VENUE

12. The IEEE is the world's largest technical professional organization dedicated to advancing technology for the benefit of humanity. It is the preeminent professional organization for electrical and electronics engineers with over 460,000 members from over 190 countries, with more than 66% from outside the United

States. IEEE members are engineers, scientists, and allied professionals whose technical interests are rooted in electrical and computer sciences, engineering, and related disciplines.

13. IEEE and its members inspire a global community through highly cited publications, conferences, technology standards, and professional and educational activities.

14. IEEE has 39 technical societies, including SPS, and eight technical councils representing a range of IEEE technical interests.

15. SPS is the fourth largest society in IEEE and one of the oldest. It is the professional home of over 23,000 IEEE members who work in signal processing and related fields. The field of signal processing encompasses significant technological breakthroughs behind smartphone, digital media, medical imaging, and data science, just to name a few. It is an enabler of digital life for billions of people around the world.

16. Leadership positions and distinguished membership classes such as Fellow in the IEEE play critical roles in the career advancement for engineers and researchers in their fields, especially in the broad and evolving areas of electrical engineering and computer science (EECS). These are well-respected professional credentials that many employers expect from their senior EECS workforce, and most

notably, that academic institutions expect from faculty members and leading researchers.

17. Being elected President of an IEEE technical society, especially one of the largest and influential societies, is a significant recognition, career achievement, and influential stature. It is a crucial career milestone to propel to more visibility, substantial responsibilities, and prestigious recognition in the years to come.

18. Dr. Wu is a member of IEEE and the Society, and has been for nearly 30 years.

19. This Court has jurisdiction over this action pursuant to 28 U.S.C. § 1332 because the matter in controversy exceeds \$75,000 exclusive of interest and costs, and it involves citizens of different states, pursuant to 28 U.S.C. § 2201.

20. Venue is proper in this judicial district pursuant to 28 U.S.C. § 1391 because the IEEE's principal place of business and major operations center is in New Jersey, and IEEE therefore is a resident of New Jersey, and because a substantial part of the events giving rise to this claim occurred in this judicial district.

FACTS COMMON TO ALL COUNTS

21. The IEEE is governed by its Constitution, Bylaws, Policies, Operations Manuals (collectively, the "Governing Documents"), and New York Non-Profit Corporation Law. All members of the IEEE are required to abide by the IEEE

Governing Documents. A true and accurate copy of the Bylaws and Policies are attached hereto as Exhibits 1 and 2.²

22. IEEE members are required to pay dues and in return receive benefits and privileges related to their membership with the IEEE, including but not limited to networking with other technology professionals, the ability to highlight the member's professional profile and accomplishments, collaboration on projects, leadership opportunities, access to new resources and other valuable opportunities, and discounts to help advance the member's career.

23. Dr. Wu has been an active member of IEEE for 30 years, starting as a Student Member in 1995 and then as a Fellow beginning in 2011, has been a reviewer for over 25 years, and has held various elected positions in the Society since 2002. She has served on technical committees/communities, organized conferences, edited journals and magazine publications, supported education activities, and assisted with diversity and inclusion initiatives, mentoring efforts, and numerous IEEE-level technical and outreach efforts.

24. Dr. Wu has made significant contributions to the IEEE over the years, which have enhanced her reputation in the field of engineering and computing.

² IEEE amended its Bylaws and Policies effective June 24, 2024, during the pendency of Dr. Wu's internal appeal. Both versions are attached. The relevant provisions of the Bylaws and Policies are substantively the same in both versions.

25. In October 2021, Dr. Wu was elected by voting members of the Society to a two-year term as President-Elect for 2022-2023 with an automatic consecutive two-year term as President of the Society for 2024-2025. Dr. Wu was the first woman of color and the first woman of Asian-Pacific origin elected to this top leadership position in the 75-year history of the professional society.

Dr. Wu Sends a Private Text Message Expressing Honest Criticism of a Presidential Candidate for an IEEE Society, as Protected by the IEEE Code of Ethics.

26. In 2021, Dr. Wu started a private, invitation-only WeChat group of approximately 40-50 people, mostly of Chinese origin, who volunteered for activities and professional development in the Asia-Pacific region. This private WeChat group was not an official communication channel for IEEE or the Society.

27. On June 10, 2023, the Society's Board of Governors approved a slate of two candidates for the Society's 2023 President-Elect election: Dr. Nikolaos Sidiropoulos and Dr. Konstantinos (Kostas) Plataniotis.

28. On August 15, 2023, after the start of the Society's election, Dr. Wu discovered that scores of new members whom she did not invite had entered her private chat group, and one of them posted messages in Chinese regarding Dr. Sidiropoulos's candidacy, namely, his purported support to the Chinese community. Dr. Wu and other members of the WeChat group viewed the posts as misleading.

29. Dr. Wu responded to the posts in the same private WeChat group, providing another perspective with counterbalancing facts to convey which candidate's platform she believed was a better fit as SPS President for her WeChat group friends in terms of their interests in promoting activities beneficial for their region and the global community. Dr. Wu's response was also in Chinese.

30. At that time, there were no IEEE or Society policies preventing anyone—including those holding elected positions—from commenting on candidates outside the IEEE's channels, or restricting criticisms or comparisons among candidates for elected office. Before Dr. Wu's message, at least one other person in IEEE leadership had publicly endorsed Dr. Sidiropoulos on LinkedIn, a global social media platform. Additionally, IEEE Policy 7.8(I)(5), which is part of IEEE Code of Ethics, supports and encourages members to seek, accept, and offer honest criticism of technical work. (Ex. 2, pp. 38–39, 176–77: IEEE Pol'y 7.8(I)(5)).

31. Two days after Dr. Wu's message, the then-President of SPS, Dr. Athina Petropulu, who had nominated Dr. Sidiropoulos, notified Dr. Wu that she had received translated copies of Dr. Wu's August 15th message. Dr. Petropulu was angry that Dr. Wu's message compared the two candidates and showed support for the other candidate.

32. Dr. Petropulu began escalating her objection to the following Google-translated version of Dr. Wu's message:

I have worked with both of this year's candidates for SP presidency, and I have good understanding of their behavior and leadership. Prof. Kostas from the University of Toronto wins in many aspects, is down-to-earth to accumulate experience in all aspects, has a big picture and big heart for the benefit of the global community, not mainly for the benefit of own small circle, promoting/nominating each other for awards.

During his tenure as VP, Kostas strongly supported initiatives such as ChinaSIP for Region 10, helped to protect the enthusiasm and development opportunities of members/volunteers.

But the other candidate did not vigorously help the entire large community in China; on the contrary, helped people who had their own plans at the time to stop GlobalSIP and ChinaSIP related initiatives.

So this time it is very important to choose a competent next president, especially since most of our Asian Chinese members are not from another candidate's small circle, or the same technical area.

33. The Google-translated message did not accurately reflect the contextual meaning of the Chinese message, particularly with regard to the use of the term "competent." Instead, that Chinese word, which does not have a direct translation in English, conveys a meaning more akin to "good fit."

34. In an effort to deescalate the situation, Dr. Wu sent Dr. Petropulu a conciliatory message by email, explaining her perspective of the August 15th WeChat message and expressing her regret that the message had been taken out of context and her willingness to further clarify.

35. On August 21 and 22, 2023, respectively, Dr. Sidiropoulos and Dr. Petropulu filed complaints against Dr. Wu regarding the WeChat message. In her

complaint (as later revised), Dr. Petropulu unfairly and inaccurately accused Dr. Wu of trying to “influence the SPS President-Elect election by posting comments on social media that supported Kostas, while implicitly disparaging Nikos Sidiropoulos.”

36. Dr. Wu was concerned that Dr. Petropulu refused to recognize the conflict of interest as a nominator and kept misrepresenting Dr. Wu’s WeChat message, which injured Dr. Wu’s reputation and retaliated against and intimidated her for not supporting Dr. Petropulu’s preferred candidate. Dr. Wu accordingly filed a complaint against Dr. Petropulu with the IEEE Ethics Point Hotline on September 5, 2023.

37. IEEE Bylaw I-110(1) allows an individual to file a misconduct complaint using the process defined in the IEEE Policies. (Ex. 1, pp. 25–26, 107–08: IEEE Bylaw I-110(1)). Policy 7.10 provides the process for submitting member complaints. (Ex. 2, pp. 42–51, 180–89: IEEE Pol’y 7.10).

38. IEEE Policy 9.27 prohibits discrimination, harassment and bullying against any person for any reason, including national origin. (Ex. 2, pp. 42–51, 180–89: IEEE Pol’y 7.10). Pursuant to this policy, any person who believes they have been the victim of discrimination or harassment may file a complaint with IEEE or the appropriate organizational unit.

39. IEEE Policy 9.26 requires all IEEE members to treat each other with respect, consideration, and civility. (Ex. 2, pp. 72, 210: IEEE Pol’y 9.26).

40. IEEE Policy 7.8(II)(8) and (9), which are part of IEEE Code of Ethics, prohibit members from engaging in harassment of any kind, including bullying, and require members to avoid injuring others, their reputation, or their employment by false or malicious actions or rumors. (Ex. 2, pp. 38–39, 176–77: IEEE Pol’y 7.8(II)(8)–(9)).

41. Pursuant to IEEE Governing Documents, members with concerns regarding member conduct should follow the IEEE Policies for reporting such complaints to IEEE. IEEE then determines if certain complaints should be heard at the organizational unit level. If such determination is made, the matter is referred to the organizational unit to be handled.

42. Bylaw 206 provides for the Society’s internal Conflict Resolution Process as a “must have” that is mandated by the IEEE to technical societies. The Society Bylaws are attached as Exhibit 3. Per that process, the Society leadership creates an ad hoc committee to handle each matter requiring conflict resolution. (Ex. 3, pp. 11–12, SPS Bylaw 206).

The Society's Ad Hoc Committee Makes Detailed Findings That Dr Wu's Private Text Message Did Not Violate Any IEEE Rules or Standard.

43. In September 2023, pursuant to Society Bylaw 206, the Society established an Ad Hoc Committee to review and resolve the complaints regarding the August 15th WeChat message and the sequence of events that ensued.

44. On September 29, 2023, the Society's Ad Hoc Committee issued its Report, finding, in part:

Based on our review of the materials and discussion with all parties, the ad hoc committee has decided that the conduct described is troubling with regard to SPS conformance with IEEE Bylaws, Code of Ethics and Code of Conduct. However, the conduct is not so severe that Bylaw 205 regarding temporary suspension or removal of an officer should be invoked.

(Ex. 4, p. 4: Ad Hoc Comm. Rep.).

45. The Ad Hoc Committee also recognized and noted that there was no current policy that disallowed Society officers from nominating or endorsing candidates for an elected position. (*See* Ex. 4, p. 2: Ad Hoc Comm. Rep.). The Ad Hoc Committee specifically found that, “[w]hile there was unfortunate behaviour and circumstances on all sides, we do not consider that anyone had an intent to spread false information or defame the society.” (Ex. 4, p. 2: Ad Hoc Comm. Rep.).

46. The Ad Hoc Committee Report further noted:

Above all, the committee would like to emphasize that they parties involved in this conflict are dedicated professionals with strong records of service to the society, and we believe that their strong sense of duty and responsibility as SPS officers left them to take certain actions. As

leaders of our society, it is important that we all foster trust among one another and we must be able to seek, accept, and offer honest criticism.

(Ex. 4, p. 3: Ad Hoc Comm. Rep. (emphasis added)).

47. The Ad Hoc Committee understood that the messages in the WeChat group were in Chinese and the complaints filed against Dr. Wu were based on imprecise Google translations, recognizing that “differences in the linguistic and socio-cultural context has the potential to create misunderstandings and instigate reactions that are not received as intended”. (*See* Ex. 4, pp. 2–3, Ad Hoc Comm. Rep.). As a result, the Ad Hoc Committee recommended that in view of the differences in culture, a global and cross-cultural society such as SPS should “work together to develop guidelines and policies to avoid such unfortunate incidents in the future,” and also improve the “nominations process to ensure that there is sufficient diversity and fairness in the process” to address the perception issues “of fairness and diversity of the current awards nomination and selection process.” (*See* Ex. 4, p. 3: Ad Hoc Comm. Rep.).

48. On October 13, 2023, the Society’s Board of Governors approved the Ad Hoc Committee’s recommendations and voted to close the complaints. The same day, the Board of Governors ratified the October 4, 2023 results of the election in which Dr. Plataniotis was elected as President-Elect.

49. Despite the Board of Governors’ ratification of the election results, Dr. Petropulu tried to find ways to invalidate certain votes and encouraged Society

members to file complaints against Dr. Wu for the same conduct already resolved by the Society's Ad Hoc Committee, including filing additional complaints herself.

50. In light of Dr. Petropulu's ongoing intimidation and retaliation, on November 16, 2023, Dr. Wu updated her initial ethics complaint to include Dr. Petropulu's continued and additional harassment and interference efforts.

51. On December 8, 2023, Dr. Petropulu retaliated against Dr. Wu (again) by filing yet another Code of Ethics complaint against Dr. Wu, arising from the same WeChat message that had already been fully reviewed and adjudicated by the Ad Hoc Committee, and alleging without proof that Dr. Wu "marshalled" graduate student members to vote in the election.

52. On January 1, 2024, Dr. Wu was installed as 2024-2025 President of the Society, having completed her term as President-Elect.

IEEE Violates Its Own Policies and Rules, Along with Dr. Wu's Guaranteed IEEE Due Process Rights, and Unlawfully Removes Her from Her Duly-Elected Role as IEEE President.

53. On February 23, 2024, Dr. Wu learned that the IEEE CRC was reviewing the complaints relating to her August 15th WeChat message despite the Ad Hoc Committee having already reviewed the same underlying conduct and finding no violations (which the CRC was aware of).

54. Section I-110 of the IEEE Bylaws provides the process for filing and adjudicating member misconduct complaints and references IEEE Policy 7.10 as

providing the procedures and requirements relating to the filing of complaints, investigations, hearing board procedures, and required reports. Per the Governing Documents, such complaints shall be considered by the IEEE EMCC process. CRC is a committee under EMCC.

55. Specifically, pursuant to Policy 7.10(I), if the CRC review recommends sanctions and the EMCC agrees, then the EMCC Chair will convene a hearing board. (*See* Ex. 2, pp. 46, 184: IEEE Pol’y 7.10I(I)). The charged member must be provided with notice of the hearing, Policy 7.10(J), and an opportunity to request disqualification of members of the hearing board, Policy 7.10(K). (*See* Ex. 2, pp. 44–45, 184–85: IEEE Pol’y 7.10(J)–(K)).

56. The hearing must also proceed according to certain requirements laid out in Policy 7.10(L), including allowing the charged member an opportunity to learn the charges and evidence against them, present evidence, call witnesses, submit written statements, and respond to questions from the hearing board. (*See* Ex. 2, pp. 47–48, 185–86: IEEE Pol’y 7.10(L)).

57. Following the hearing, the hearing board must deliberate and may only sanction the accused member for “cause” upon an affirmative two-thirds majority vote. (*See* Ex. 1, pp. 27–28, 108–09: IEEE Bylaw I-110(4); Ex. 2, pp. 49–50, 187–88: IEEE Pol’y 7.10(N)–(O)).

58. The hearing board must then prepare a written set of findings and recommendations as to sanctions, and the charged member must be provided an opportunity to submit comments to the Board of Directors in response to those findings and recommendations. (*See* Ex. 1, pp. 27–28, 108–09: IEEE Bylaw I-110(4); Ex. 2, pp. 50, 188: IEEE Pol’y 7.10(P)).

59. In order to impose sanctions, the IEEE Board of Directors must adopt the hearing board’s findings as to cause and sustain any sanctions recommendation by an affirmative two-thirds vote, by recorded ballot. (*See* Ex. 1, pp. 29, 109: IEEE Bylaw I-110(6); Ex. 2, pp. 50–51, 188–89: IEEE Pol’y 7.10(Q)).

60. However, the EMCC and CRC violated these procedures when they did not hold a hearing on any of the complaints against Dr. Wu.

61. On May 1, 2024, the CRC notified Dr. Wu of its conclusion that Dr. Wu had acted inappropriately by posting messages on social media, which purportedly disparaged Dr. Sidiropoulos’s character and harmed his reputation using “false information”; attempted to influence voters in the President-Elect election through these false or misleading statements; and retaliated against unnamed Society members by filing “escalating complaints” that the CRC viewed as being “exaggerated and inflammatory.” (Ex. 5, p. 2: CRC Decision). But the CRC did not identify a single allegedly false or disparaging statement made by Dr. Wu. Instead, this finding appears to be a violation of IEEE’s anti-retaliation policy, which protects

good-faith reporting of conduct that a member believes violates IEEE rules or policies. (*See generally* Ex. 5: CRC Decision).

62. The CRC notified Dr. Wu that she was being immediately and permanently barred from all IEEE leadership positions, and that she was being removed, effective immediately, from her elected position of President of the Society and all other leadership roles. (Ex. 5, p. 2: CRC Decision).

63. On May 1, 2024, upon receiving the CRC's email, Dr. Wu immediately notified the CRC of her intention to appeal the decision and requested the CRC refrain from implementing discipline. Despite the notice of her intention to appeal, the CRC did not correct its unlawful removal of Dr. Wu from her position as President of the Society.

64. IEEE's removal of Dr. Wu as President of the Society violated IEEE's and the Society's Governing Documents and New York law.

65. Generally, a member or officer of a not-for-profit corporation facing disciplinary action is entitled to a reasonable opportunity to be heard and to answer the charges leveled against them. Procedural fairness requires a member to be advised of the charges, receive notice of the hearing, and be given an opportunity to appear at the hearing and be heard. This minimum due process is required for simple discipline. When the discipline involves removal of an officer, greater protections are required under New York law.

66. IEEE Bylaw I-111(2) provides the process for removal of officers elected by voting members of organizational units. (Ex. 1, pp. 30–31, 111, IEEE Bylaw I-111(2)). Pursuant to that bylaw, an officer elected by the voting members of an IEEE organizational unit may be removed from office, with or without cause, by a vote of the voting members of the IEEE organizational unit who elected the officer. (Ex. 1, pp. 30–31, 111, IEEE Bylaw I-111(2)). That vote can occur within 30 days following either the (i) affirmative vote of two-thirds of the votes of the members of the IEEE Board of Directors; or (ii) receipt of a petition signed by at least 10% of the total number of voting members in such organizational unit moving for the removal of the officer. (Ex. 1, pp. 30–31, 111, IEEE Bylaw I-111(2)). None of these conditions ever occurred.

67. Similarly, Section 714 of the New York Not-for-Profit Corporation Law provides that an officer elected by the members or a class of members may be removed, with or without cause, only by the vote of the members or such class of members. N.Y. NPCL § 714.

68. The Society's voting members never voted to remove Dr. Wu.

69. A member may appeal CRC decisions by submitting a notice of appeal within fifteen days of the decision. (Ex. 6, p. 22: EMCC Manual § 5.1.8.6). The decision is then reviewed by the IEEE EMCC which is a parent committee of the CRC. (See Ex. 6, pp. 22–23: EMCC Manual § 5.1.8.6).

70. On May 7, 2024, Dr. Wu timely filed her notice of appeal of the CRC decision, and then provided details by the appeal deadline.

71. Under Section 5.1.8.7 of the EMCC Operations Manual, because Dr. Wu timely filed her notice of appeal, the proposed disciplinary action should have been stayed. (*See* Ex. 6, p. 24: EMCC Manual § 5.1.8.7).

72. Nevertheless, IEEE immediately implemented the discipline proposed by the CRC and removed Dr. Wu from her position as Society President on the same day, May 1, 2024. The implementation included notifying the IEEE and Society boards of the change of the Society's President, and updating the leadership roster on the Society website within just a few hours.

73. In violation of its own Governing Documents, the EMCC did not notify Dr. Wu of its decision for several weeks after she submitted her appeal. Dr. Wu was not provided any opportunity for a hearing during this review process. When the EMCC finally issued its decision on July 3, 2024, EMCC and IEEE's Board of Directors insisted on a multi-year leadership ban and rejected Dr. Wu's request to be immediately reinstated to her position. (Ex. 7: EMCC Decision). IEEE's decision failed to provide any evidence and address any of the arguments in Dr. Wu's appeal letter, including IEEE's violation of New York law and its Governing Documents. (*See* Ex. 7: EMCC Decision).

74. Five days after the IEEE's decision, on July 9, 2024, Dr. Wu sent a final notice to the IEEE requesting immediate reinstatement as the Society's President based on IEEE's repeated failure to provide her due process in compliance with the law and the IEEE Governing Documents and IEEE's steadfast reliance on unsupported facts to reach its erroneous determination.

75. The same day, IEEE, in preparation for a special election to fill the vacancy created by Dr. Wu's unlawful removal from her position as the Society's President, sent out a Call for Nominations to the Society's members regarding the President-Elect vacancy, which resulted in Dr. Wu receiving unsolicited inquiries and communications about her removal. The nomination deadline has been set for August 14, 2024, and the nominee selection will follow.

76. On July 15, 2024, counsel for IEEE responded to Dr. Wu's July 9th letter, emphasizing its confidence that the disciplinary process used to address the allegations against Dr. Wu "fully complied with both the New York Not-For-Profit Corporation Act and the IEEE Bylaws," though it failed to address the violations highlighted by Dr. Wu.

77. Dr. Wu fully exhausted IEEE's administrative remedies with her good-faith efforts over two-and-a-half months.

78. At no point throughout this process did anyone within IEEE solicit an accurate, cross-cultural translation of Dr. Wu's August 2023 WeChat message, nor,

to the best of Dr. Wu's knowledge, did anyone within IEEE attempt to obtain such a translation.

79. To date, Dr. Wu has never been afforded a hearing. Dr. Wu has never been notified of what specific statements IEEE found to be false or defamatory. No petition signed by Society members seeking her removal has been filed. A removal vote by Society members certainly has not occurred. In short, the IEEE Board of Directors did not follow any recognized process in the Bylaws, Governing Documents, or law to pursue removal.

80. As a result of the actions of the CRC, EMCC, and IEEE Board of Directors, Dr. Wu has suffered and will continue to suffer irreparable harm and severe reputational damage locally and globally, due to the IEEE's failure to follow its established procedures and New York law.

81. Dr. Wu's member-elected term of 24 months as President was cut short to only four months against the will of the Society's voting members who elected her. Every day that IEEE refuses to reinstate her is a day lost in her elected term ending December 31, 2025.

82. Dr. Wu's status as President of the Society impacts her professional career outside of the Society. Since her election as President, this global leadership stature helped Dr. Wu receive a salary increase and be promoted to a distinguished professorship holding a prestigious endowed chair, both of which are jeopardized if

IEEE's unlawful action is not repudiated and Dr. Wu reinstated to her elected position.

83. Additionally, Dr. Wu's status as Society President is prestigious and provides her with additional speaking and publishing opportunities, which in turn impact her compensation and reputation in the community. Research and publication affect an academic professional's credibility and reputation.

84. If Dr. Wu suddenly loses her Society role and the ability to hold IEEE leadership positions, with baseless rumors and speculations brewing, her career will suffer severely. The total value of this deprivation and reputation damage exceeds \$75,000.

COUNT I: BREACH OF CONTRACT

85. Plaintiff incorporates the preceding paragraphs of this Complaint as though fully set forth herein.

86. The Governing Documents of the IEEE are valid and enforceable contracts.

87. Pursuant to Section I-104(13) of the IEEE Bylaws, all members of the IEEE must adhere to the IEEE Governing Documents.

88. Members who are in good standing with IEEE are entitled to all rights and privileges that accompany their membership and status, including leadership

status, within the IEEE; those rights include adherence by the IEEE to its own Governing Documents.

89. At all relevant times, including the filing date of this Complaint, Dr. Wu has been a 30-year member in good standing of the IEEE.

90. Dr. Wu was elected by the Society membership to be President of the Society for 2024-2025.

91. The action of the CRC in immediately removing Dr. Wu from her position as President of the Society violated IEEE Bylaw I-111(2) and Society Bylaw 205(2).

92. In the event of any inconsistency between IEEE Bylaws, its policies and its operating manuals, the Bylaws control.

93. IEEE Bylaw I-111(2) provides the process for removal of officers elected by voting members of organizational units. (Ex. 1, pp. 30–31, 111, IEEE Bylaw I-111(2)). Pursuant to that bylaw, an officer elected by the voting members of an IEEE organizational unit may be removed from office, with or without cause, by a vote of the voting members of the IEEE organizational unit who elected the officer. (Ex. 1, pp. 30–31, 111, IEEE Bylaw I-111(2)). That vote can occur within 30 days following either the (i) affirmative vote of two-thirds of the votes of the members of the IEEE Board of Directors; or (ii) receipt of a petition signed by at

least 10% of the total number of voting members in such organizational unit moving for the removal of the officer. (Ex. 1, pp. 30–31, 111, IEEE Bylaw I-111(2)).

94. IEEE Bylaw I-111(2)(c) further provides that the Bylaws or Operations Manual specific to each IEEE organizational unit may define any further procedures for removal of elected officers beyond IEEE Bylaw I-111(2). (Ex. 1, pp. 30–31, 111, IEEE Bylaw I-111(2)).

95. Section 205(2) of the Society's Bylaws provides that a Society officer may be removed, with or without cause, by the affirmative vote of two-thirds of the members of the Board of Governors or by majority vote after receipt of a petition, signed by at least 10% of the total number of Society voting members, voting in favor of removal. (Ex. 3, pp. 10–11, 111, SPS Bylaw 205(2)).

96. Section I-110 of the IEEE Bylaws provides the process for filing and adjudicating member misconduct complaints and references IEEE Policy 7.10 as providing the procedures and requirements relating to the filing of complaints, investigations, hearing board procedures, and required reports. Per the Governing Documents, such complaints shall be considered by the IEEE EMCC process.

97. Specifically, pursuant to Policy 7.10(I), if the CRC review recommends sanctions and the EMCC agrees, then the EMCC Chair will convene a hearing board. (See Ex. 2, pp. 46, 184: IEEE Pol'y 7.10I(I)). The charged member must be provided with notice of the hearing, Policy 7.10(J), and an opportunity to request

disqualification of members of the hearing board, Policy 7.10(K). (*See* Ex. 2, pp. 44–45, 184–85: IEEE Pol’y 7.10(J)–(K).

98. The hearing must also proceed according to certain requirements laid out in Policy 7.10(L), including allowing the charged member an opportunity to learn the charges and evidence against them, present evidence, call witnesses, submit written statements, and respond to questions from the hearing board. (*See* Ex. 2, pp. 47–48, 185–86: IEEE Pol’y 7.10(L)).

99. Following the hearing, the hearing board must deliberate and may only find “cause” to be present to discipline the accused member upon an affirmative two-thirds majority vote. (*See* Ex. 1, pp. 27–28, 108–09: IEEE Bylaw I-110(4); Ex. 2, pp. 49–50, 187–88: IEEE Pol’y 7.10(N)–(O)).

100. The hearing board must then prepare a written set of findings and recommendations as to sanctions, and the charged member must be provided an opportunity to submit comments to the Board of Directors in response to those findings and recommendations. (*See* Ex. 1, pp. 27–28, 108–09: IEEE Bylaw I-110(4); Ex. 2, pp. 50, 188: IEEE Pol’y 7.10(P)).

101. In order to impose sanctions, the IEEE Board of Directors must adopt the hearing board’s findings as to cause and sustain any sanctions recommendation by an affirmative two-thirds vote, by recorded ballot. (*See* Ex. 1, pp. 29, 109: IEEE Bylaw I-110(6); Ex. 2, pp. 50–51, 188–89: IEEE Pol’y 7.10(Q)).

102. IEEE did not follow these required procedures before imposing sanctions against Dr. Wu, including but not limited to failing to convene a hearing board or conduct a hearing in accordance with Bylaw I-110 and Policy 7.10.

103. IEEE recognizes that its Bylaws, policies, and procedures cannot conflict with New York law and that its Bylaws supersede its policies and manuals.

Bylaw I-300 provides:

The policies, procedures, rules and regulations by which IEEE and its organizational units are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes IEEE. The IEEE Constitution, which can be approved and amended only by the voting members of IEEE, contains IEEE's fundamental objections and organization. Implementation of the constitutional provisions by specific organizational units and their policies, is contained in these IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Policies contain more detailed statements of specific policies, objectives and procedures which may be approved only by the IEEE Board of Directors.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws shall not be in conflict with the New York Not-For-Profit Corporation Law, the IEEE Certificate of Incorporation, or the IEEE Constitution. The IEEE Policies must conform to the provisions of all these documents. Accordingly, additional documents governing organizational units such as operations manuals, policy statements and organizational unit bylaws shall conform to and not conflict with the provisions of the IEEE governing documents cited above.

(Ex. 1, pp. 38, 118: IEEE Bylaw I-300(1)).

104. There was no vote of the IEEE Board of Directors to begin the removal process, nor did IEEE receive a petition signed by 10% of the Society's voting members.

105. The Society Board of Governors never voted to remove Dr. Wu. To the contrary, the Society's Board of Governors approved the Ad Hoc Committee's recommendation *against* removal.

106. The Society's voting members never voted to remove Dr. Wu.

107. IEEE's action in removing Dr. Wu and banning her from leadership positions was arbitrary and capricious. IEEE did not identify any allegedly defamatory or untrue statements made. IEEE failed to follow its own processes.

108. The IEEE's failure to follow its own Governing Documents is a material violation of Dr. Wu's rights and privileges under the Bylaws and Policies of IEEE, rights and privileges Dr. Wu obtained through her longstanding, continued 30-year membership with IEEE and payment of membership fees to the IEEE.

109. The action of the CRC in immediately removing Dr. Wu from her position as President of the Society and leveling a leadership ban denied Dr. Wu her due process rights and procedural protections she agreed to in exchange for her membership in the IEEE.

110. The CRC exceeded its scope of authority when it removed Dr. Wu from her position as the Society's President, since only the Society's members had the

right to remove Dr. Wu as an officer of an organizational unit under the IEEE Bylaws and New York law.

111. As a result of the actions of the CRC, Dr. Wu has suffered and will continue to suffer irreparable harm and severe reputational damage locally and globally, due to the IEEE's failure to follow its established procedures and New York law.

112. Dr. Wu has spent 30 years building a reputation in the IEEE and the national and international technical communities, supporting the mission and goals of the IEEE in the interest of the global community's benefit. As such, the loss of her prominent position as President of the Society through an unjustified procedure has already inflicted damage since the CRC's action on May 1, 2024, and the damage is continuing to grow with every passing day. If the unlawful and unfair treatment of her and baseless disciplinary actions are allowed to continue, they will irreparably damage her lifetime of work and permanently tarnish Dr. Wu's reputation and standing in the engineering and scientific communities in the United States and the world.

113. Dr. Wu's duly-elected role as President is a property interest protectable by due process. The role, as explained herein, also carries economic value in the opportunities it affords Dr. Wu in her professional communities.

114. Dr. Wu has suffered damages, including local and global reputational harm and deprivation of the rights and benefits for which she contracted with the IEEE through her payment of dues for over 30 years and her fulfillment of various other membership obligations.

WHEREFORE, Plaintiff requests judgment in her favor (A) awarding her the damages she has and will continue to incur in excess of \$75,000.00, and attorney fees and costs for having to file this action; (B) declaring that the actions taken by IEEE in removing Dr. Wu from her duly-elected office of President of the Society were arbitrary and capricious, beyond the scope of the powers granted to IEEE under its Bylaws, and in violation of New York law; (C) immediately restoring Dr. Wu to her position as President; (D) enjoining IEEE from enforcing the leadership ban or any other sanction or discipline issued in its May 1, 2024, or July 3, 2024 decision; and (E) awarding any other and further relief that this Court deems just and appropriate.

COUNT II: VIOLATION OF THE IMPLIED COVENANT OF GOOD FAITH AND FAIR DEALING

115. Plaintiff incorporates the preceding paragraphs of this Complaint as though fully set forth herein.

116. Implied in every contract is a covenant of good faith and fair dealing, which is breached when a party to a contract acts in a manner that, although not

expressly forbidden by any contractual provision, would deprive the other party of the right to receive the benefits under the agreement.

117. Thus, IEEE's Governing Documents also carry an implied covenant of good faith and fair dealing.

118. IEEE's policies encourage the reporting of violations of the code of conduct, violations of ethics, discrimination, harassment, bullying, and intimidation.

119. IEEE's policies also provide time frames for appeals.

120. IEEE's policies further provide that any proposed discipline shall not be implemented until a final decision is rendered.

121. And IEEE's Governing Documents clearly set forth the process for removal of an elected officer.

122. IEEE has not fulfilled its obligations under its policies to provide due process, to hold disciplinary action in abeyance pending appeal, and to meet deadlines.

123. IEEE failed to stop ongoing retaliation against Dr. Wu after she complained of it.

124. By ignoring the processes set forth in the IEEE Governing Documents regarding the removal of an officer from an IEEE organizational unit and staying implementation until the decision is final, the IEEE acted in bad faith to undermine

Dr. Wu's due process and procedural rights specified in the IEEE's Bylaws and Policies.

125. IEEE has further breached the covenant of good faith and fair dealing implied in its Governing Documents by acting adversely to Dr. Wu in removing her from office without following the process required by its Governing Document and New York law.

126. IEEE has further breached the covenant of good faith and fair dealing implied by the agreement by immediately removing her from her leadership positions while her appeal was pending.

127. The IEEE's failure to immediately reinstate Dr. Wu as the Society's President further denied Dr. Wu the benefits and entitlements of her longstanding, continued membership with the IEEE.

128. As a direct and proximate result of the improper immediate removal of Dr. Wu from her position as the Society's President and an unjust leadership ban when she did not violate any IEEE policies, Dr. Wu has suffered damages, including local and global reputational harm and deprivation of the rights and benefits for which she contracted with the IEEE through her payment of dues for over 30 years and her fulfillment of various other membership obligations.

WHEREFORE, Plaintiff requests judgment in her favor (A) awarding her the damages she has and will continue to incur in excess of \$75,000.00, and attorney

fees and costs for having to file this action; (B) declaring that the actions taken by IEEE in removing Dr. Wu from her duly-elected office of President of the Society were arbitrary and capricious, beyond the scope of the powers granted to IEEE under its Bylaws, and in violation of New York law; (C) immediately restoring Dr. Wu to her position as President; (D) enjoining IEEE from enforcing the leadership ban or any other sanction or discipline issued in its May 1, 2024, or July 3, 2024 decision letters; and (E) awarding any other and further relief that this Court deems just and appropriate.

**COUNT III: VIOLATION OF NEW YORK NOT FOR PROFIT
CORPORATION LAW – OFFICER REMOVAL**

129. Plaintiff incorporates the preceding paragraphs of this Complaint as though fully set forth herein.

130. New York’s Not-for-Profit Corporation Law provides an implied right of action against nonprofit organizations that violate the law’s provisions regarding the removal of officers.

131. Not-for-Profit Corporation Law Section 714 only allows officers who have been elected by members to be removed by a vote of such members: “An officer elected by the members or a class of members may be removed, with or without cause, only by the vote of the members or such class of members, but his authority to act as an officer may be suspended by the board for cause.” N.Y. NPCL § 714(a).

132. Dr. Wu was elected as President by the Society’s members.

133. IEEE removed Dr. Wu from the SPS Presidency without a vote of the Society's members.

134. IEEE did not have the authority under New York law to remove Dr. Wu from the SPS Presidency.

135. Dr. Wu is within the class of persons for whose particular benefit Not-for-Profit Corporation Law Section 714 was enacted, and her claims against IEEE promote the legislative purpose of the protection of officers.

136. IEEE's removal of Dr. Wu in violation of New York law denied Dr. Wu due process and damaged Dr. Wu. IEEE is liable for this damage.

137. IEEE is not entitled to deference under the business judgment rule because it acted arbitrarily and capriciously, failed to follow the processes required by law and by its Governing Documents, exceeded the scope of its authority, and acted with a discriminatory animus. Moreover, unequal treatment of members, such as the treatment Dr. Wu suffered, is not insulated by the business judgment rule.

WHEREFORE, Plaintiff requests judgment in her favor (A) awarding her the damages she has and will continue to incur in excess of \$75,000.00, and attorney fees and costs for having to file this action; (B) declaring that the actions taken by IEEE in removing Dr. Wu from her duly-elected office of President of the Society were arbitrary and capricious, beyond the scope of the powers granted to IEEE under its Bylaws, and in violation of New York law; (C) immediately restoring Dr. Wu to

her position as President; (D) enjoining IEEE from enforcing the leadership ban or any other sanction or discipline issued in its May 1, 2024, or July 3, 2024 decision; and (E) awarding any other and further relief that this Court deems just and appropriate.

COUNT IV: DECLARATORY JUDGMENT AND INJUNCTIVE RELIEF

138. Plaintiff incorporates the preceding paragraphs of this Complaint as though fully set forth herein.

139. Dr. Wu has been irreparably harmed by the IEEE's conduct, and this harm continues each day that she is not reinstated her role as SPS President and not cleared of the leadership ban due to false ethical accusations.

140. Specifically, Dr. Wu has spent 30 years building a reputation in the IEEE and the national and international technical communities, supporting the mission and goals of the IEEE in the interest of the global community's benefit. As such, the loss of her prominent position as President of the Society and the leadership ban through an unjustified procedure have already inflicted damage since the CRC's action on May 1, 2024, and the damage is continuing to grow with each passing day.

141. It would not be burdensome or cause harm to the IEEE to require IEEE to comply with its own Bylaws, Policies, and other Governing Documents, and the New York Not-for-Profit Corporation Law.

142. The public interest favors enforcement of contracts, including enforcement of IEEE's Governing Documents.

143. Dr. Wu seeks a judgment pursuant to 28 U.S.C. § 2201 *et seq.* declaring that the IEEE has violated its Governing Documents in its disciplining of Dr. Wu and that Dr. Wu is entitled to immediate reinstatement as President of the Society.

144. Dr. Wu also seeks injunctive relief immediately restoring her to her duly-elected position as President of the Society and enjoining IEEE from taking further action against Dr. Wu in violation of IEEE Governing Documents and New York law.

WHEREFORE, Plaintiff requests judgment in her favor (A) awarding her the damages she has and will continue to incur in excess of \$75,000.00, and attorney fees and costs for having to file this action; (B) declaring that the actions taken by IEEE in removing Dr. Wu from her duly-elected office of President of the Society were arbitrary and capricious, beyond the scope of the powers granted to IEEE under its Bylaws, and in violation of New York law; (C) immediately restoring Dr. Wu to her position as President; (D) enjoining IEEE from enforcing the leadership ban or any other sanction or discipline issued in its May 1, 2024, or July 3, 2024 decision letters; and (E) awarding any other and further relief that this Court deems just and appropriate.

Respectfully submitted,

/s/ Rubin M. Sinins

Rubin M. Sinins, Esq. (NJ ID 046701994)

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Detroit, MI 48226

Matthew P. Allen, Esq. (*pro hac vice to be filed*)

Erika L. Giroux, Esq. (*pro hac vice to be filed*)

Dated: August 13, 2024

VERIFICATION

Pursuant to 28 U.S.C. § 1746, I, Min Wu, Ph.D., declare and verify under penalty of perjury under the laws of the United States of America that the statements above, which I have read, are true and correct to the best of my information, knowledge, and belief. I also certify that, to the best of my knowledge, information, and belief, the exhibits attached to this Complaint are true and accurate copies of those documents.

A handwritten signature in blue ink, appearing to read 'Min Wu', is written above a horizontal line.

Min Wu, Ph.D.

JURY DEMAND

Dr. Wu hereby demands a trial by jury of all issues so triable.

Respectfully submitted,

/s/ Rubin M. Sinins

Rubin M. Sinins, Esq. (NJ ID 046701994)

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Matthew P. Allen, Esq. (*pro hac vice to be filed*)

Erika L. Giroux, Esq. (*pro hac vice to be filed*)

Dated: August 13, 2024

42519358.7/162994.00001

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

MIN WU, PH.D.,

Plaintiff,

vs.

INSTITUTE OF ELECTRICAL
AND ELECTRONICS
ENGINEERS, INC.,

Defendants.

Civil Action No. _____

JURY TRIAL DEMANDED

INDEX OF EXHIBITS

Exhibit Number

Description

Exhibit 1	IEEE Constitution and Bylaws
Exhibit 2	IEEE Policies
Exhibit 3	SPS Bylaws
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Exhibit 6	EMCC Manual
Exhibit 7	EMCC July 3, 2024 Decision

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IEEE CONSTITUTION and BYLAWS

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS
ENGINEERS, INC.

3 Park Avenue, 17th Floor
New York, N.Y. 10016-5997, U.S.A.



Adopted by the IEEE Board of Directors 8 January 1963 and incorporating subsequent revisions
through 24 June 2024.

The IEEE Board of Directors approves changes to the *IEEE Bylaws* from time to time. This document is updated on a regular basis and the most current version is available at <http://www.ieee.org/bylaws>

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Appendix A: IEEE Bylaw Updates Approved by IEEE Board of Directors with Future Effectivity Dates

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(Effective 1 January 2025)

I-402.1 Geographic Organization of Members - Regions ***(Effective 1 January 2028)***



THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

3 Park Avenue, 17th Floor
New York, N.Y. 10016-5997, U.S.A.

CONSTITUTION

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ARTICLE I - NAME, PURPOSE AND TERRITORY

Sec. 1. The name of the corporation is The Institute of Electrical and Electronics Engineers, Incorporated, hereinafter called the IEEE.

Sec. 2. Its purposes are: (a) scientific and educational, directed toward the advancement of the theory and practice of electrical, electronics, communications and computer engineering, as well as computer science, the allied branches of engineering and the related arts and sciences; means to these ends include, but are not limited to, the holding of meetings for the presentation and discussion of professional papers, the publication and circulation of works of literature, science and art pertaining thereto and any other activities necessary, suitable and proper for the fulfillment of these objectives; (b) professional, directed toward the advancement of the standing of the members of the professions it serves; means to this end include, but are not limited to, the conduct and publication of surveys and reports on matters of professional

concern to the members of such professions, collaboration with public bodies and with other societies for the benefit of the engineering professions as a whole and the general public, and the promotion of ethical conduct. The IEEE shall not engage in collective bargaining on such matters as salaries, wages, benefits, and working conditions, customarily dealt with by labor unions.

The IEEE shall strive to enhance the quality of life for all people throughout the world through the constructive application of technology in its fields of competence. It shall endeavor to promote understanding of the influence of such technology on the public welfare.

Sec. 3. The character of its scope is transnational and the territory in which its operations are to be conducted is the entire world. In addition to its world-wide operations, the IEEE may engage in activities directed to the interests and needs of members residing in a particular country or area of the world. The

procedure for undertaking such activities shall be specified in the Bylaws.

ARTICLE II - BYLAWS

Sec. 1. Bylaws shall be established as hereinafter set forth, for the purposes of governing the operations and administration of the IEEE. The term "Bylaws" as used in this Constitution refers only to IEEE Bylaws.

Sec. 2. Proposed Bylaw changes and reasons therefore shall be sent to all IEEE Directors at least twenty days before the stipulated meeting of the Board of Directors at which the vote shall be taken. The votes of two-thirds of the members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be required to approve any new Bylaw, amendment or revocation.

ARTICLE III - MEMBERSHIP

Sec. 1. The grades of membership of the IEEE, the member qualifications, privileges and the requirements for admission, transfer and severance pertaining to each grade shall be specified in the Bylaws.

Sec. 2. The term "member" when printed without an initial capital, where used in this Constitution, includes all grades of membership.

Sec. 3. The term "voting member" as used in this Constitution means those members of Member grade or above as defined in the Bylaws.

ARTICLE IV - DUES AND FEES

Sec. 1. Dues and fees shall be specified in the Bylaws.

Sec. 2. Under exceptional circumstances, the payment of dues and fees may be deferred or waived in whole or in part by the Board of Directors.

ARTICLE V - GROUPS OF MEMBERS

Sec. 1. The Board of Directors may authorize the establishment of groups of members for promoting the objectives and interests of the IEEE. The Board of Directors may terminate the

existence of any such group. The Bylaws shall provide for specifications and operating rules for any groups that may be established.

ARTICLE VI - DELEGATES AND DIRECTORS

Sec. 1. The voting members of the IEEE shall elect Delegates-at-large who shall also by virtue of such election be Directors-at-large. The number and method of election of Delegates-at-large and Directors-at-large shall be specified in the Bylaws.

Sec. 2. The territory of the IEEE shall be divided, at the discretion of the Board of Directors, into geographical areas known as Regions, which shall be specified in the Bylaws. The voting members of each Region shall elect a Delegate to the Assembly designated as its Regional Delegate who shall also by virtue of such election be a Director designated as its Regional Director. The method of election of Regional Delegates shall be specified in the Bylaws.

Sec. 3. Certain of the technical areas covered by the IEEE shall be grouped into Divisions. The voting members of each Division shall elect a Delegate to the Assembly, designated as its Divisional Delegate, who shall also by virtue of such election be a Director, designated as its Divisional Director. The method of election of such Divisional Delegates shall be specified in the Bylaws.

Sec. 4. The term of office of the President as a Delegate-at-large and Director-at-large shall be three years beginning with the office of President-Elect. The Bylaws shall provide the term of office of other Delegates elected by the voting members which shall be identical with the term of office as Director. All shall coincide with the fiscal year of the IEEE.

Sec. 5. The terms of office of Directors elected by the Assembly shall be specified in the Bylaws.

Sec. 6. If the Directors shall not be elected on the day designated by law or fixed in the Bylaws, the corporation shall not for that

reason be dissolved; but every Director shall continue to hold office and discharge duties until a successor has been elected.

ARTICLE VII - PRESIDENT

Sec. 1. The President shall be elected by the voting members, by virtue of which election the President shall also be a Delegate-at-large and a Director-at-large for a period of three years. Following the term of one year as President-Elect, the holder of that office shall serve as President in the subsequent year and shall serve as Past President in the year subsequent thereto. The President shall be ineligible to serve a second full term in that office.

ARTICLE VIII - THE ASSEMBLY

Sec. 1. An Assembly composed of Delegates, including Delegates-at-large, shall receive reports and perform such functions as required by law or specified in the Bylaws. The Assembly shall, at its annual meeting, elect Directors-at-large who are not Delegates.

Sec. 2. The annual meeting of the Assembly shall be held in conjunction with the last regularly scheduled meeting of the Board of Directors in each fiscal year of the IEEE. The President of the IEEE shall preside.

Sec. 3. All of the Delegates shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

Sec. 4. Meetings of the Assembly may be held elsewhere than in the State of New York. Additional meetings and provision for special meetings of the Assembly and the manner of giving notice of annual, additional and special meetings shall be specified in the Bylaws.

Sec. 5. The number of Delegates required to constitute a quorum at meetings of the Assembly shall be stated in the Bylaws.

Sec. 6. The presiding officer of the Assembly shall have no vote on the Assembly except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

ARTICLE IX - BOARD OF DIRECTORS

Sec. 1. The Board of Directors shall be the governing body of the IEEE and shall consist of Directors, including Directors-at-large elected by all of the voting members, Directors-at-large elected by the Assembly, and Directors elected by the voting members of a group of members. The President of the IEEE shall preside.

Sec. 2. The number of Directors elected by the voting members together with the number of Directors elected by the Assembly shall be not less than nine nor more than fifty. Except for the filling of interim vacancies as provided in the Bylaws, the number of Directors elected by the voting members shall be not less than sixty percent of the total number of Directors.

Sec. 3. All of the Directors elected by the Assembly shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

Sec. 4. At least one Director shall be a citizen of the United States.

Sec. 5. There shall be an annual meeting of the Board of Directors which shall be the last regularly scheduled meeting in each fiscal year of the IEEE. This annual meeting may be held elsewhere than in the State of New York.

Sec. 6. Additional regular meetings and provision for special meetings of the Board of Directors and the manner of giving notice of annual, additional regular and special meetings shall be specified in the Bylaws.

Sec. 7. The Board of Directors may designate or appoint one or more Committees and Boards, which shall have such powers of the Board of Directors as it may confer upon them from time to time.

Sec. 8. The number of Directors required to constitute a quorum at meetings of the Board of Directors shall be stated in the Bylaws.

Sec. 9. The presiding officer of the Board of Directors shall have no vote on the Board except if the vote is by secret ballot or unless

the Chair's vote can change the outcome of the vote.

ARTICLE X - CORPORATE OFFICERS

Sec. 1. The Corporate Officers of the IEEE shall be the President, the President-Elect, the Vice Presidents as specified in the Bylaws, the Secretary, and the Treasurer. At the discretion of the Assembly, the offices of Treasurer and Secretary may be held concurrently by one person.

Sec. 2. Corporate Officers, other than the President and the President-Elect, to be elected by the Assembly, by all of the voting members or by the voting members of a group of members, shall be specified in the Bylaws. Corporate Officers, by virtue of such election, shall be Directors, but not Delegates. Other Officers shall be appointed by the Board of Directors and as such will be neither Directors nor Delegates.

Sec. 3. Except for the President-Elect, whose term of office as such shall be for one year and who shall thereafter hold the office of President for the subsequent year and the office of Past President for the year subsequent thereto, the term of office for all Corporate Officers shall be for one year and shall terminate at the end of the fiscal year of IEEE, or at such later time as their successors are elected and accepted.

Sec. 4. No Corporate Officer or Director shall receive, directly or indirectly, any salary, traveling expenses, compensation, or emolument from the IEEE either as such Officer or Director or in any other capacity, unless authorized by the Bylaws or by the concurring vote of two-thirds of all the Directors present at a regularly constituted meeting.

Sec. 5. No Corporate Officer or Director shall be interested, directly or indirectly, in any contract relating to the operations of the IEEE, nor in any contract for furnishing supplies thereto, unless authorized by the Bylaws or by the concurring vote of two-thirds of the Directors present at a regularly constituted meeting.

ARTICLE XI - VACANCIES

Sec. 1. The existence of a vacancy in the Board of Directors or among the Corporate Officers shall be determined by the Board of Directors or in accordance with the Bylaws.

Sec. 2. Vacancies on the Board of Directors or among the Corporate Officers shall be filled in accordance with the Bylaws.

ARTICLE XII - NOMINATIONS AND ELECTIONS

Sec. 1. The Board of Directors shall submit annually to all voting members a list of nominees for Delegates, the President-Elect, and such other Officers as may be specified in the Bylaws to be elected by the voting members for the coming term. Submission may be by notice in an IEEE publication which is distributed to all voting members.

Sec. 2. The method of making nominations and the schedule for elections shall be specified in the Bylaws.

Sec. 3. Nominations by petition for the offices named in Section 1 of this Article may be made by letter to the Board of Directors setting forth the name of the proposed candidate and the office for which the candidate is desired to be nominated. The required number of signatures on such petition and the date of receipt shall be specified in the Bylaws.

Sec. 4. The Bylaws shall specify the annual closing date for the list of voting members entitled to vote, and shall specify the date by which, and the manner in which, votes shall be cast.

Sec. 5. For elective offices of the IEEE other than those named in Section 1 of this Article, methods of nomination and election, including alternate means of nomination by individual voting members, shall be specified in the Bylaws.

ARTICLE XIII - MANAGEMENT

Sec. 1. The President shall be the Chief Executive Officer of the IEEE and shall preside at meetings of the Assembly, all meetings of the

Board of Directors and at meetings of any other bodies as may be specified in the Bylaws, at which the President may be present. The President shall be an ex officio member of every Board and Committee. The President may visit groups of IEEE members and promote the objectives of the IEEE.

Sec. 2. The President-Elect shall perform such tasks as are delegated by the President or as may be specified in the Bylaws.

Sec. 3. In the absence of the President, the President-Elect shall preside and shall perform such tasks as are delegated by the President or as may be specified in the Bylaws.

Sec. 4. The Secretary, under the direction of the Board of Directors, shall have general supervision of the keeping of records of meetings, activities, membership and any other records required by law.

Sec. 5. The Treasurer, under the direction of the Board of Directors, shall have general supervision of the fiscal affairs of the IEEE and shall be responsible for the keeping of records thereof.

Sec. 6. Stewardship and fiduciary responsibility for IEEE assets shall be the responsibility of the Board of Directors.

Sec. 7. The fiscal year of the IEEE shall be defined in the Bylaws.

Effective 21 December 2022

ARTICLE XIV - AMENDMENTS

Sec. 1. Amendments to this Constitution shall be made by a vote of the voting members. They may be proposed by the Board of Directors or by petition. A resolution adopted by vote of at least two-thirds of those present at a regularly constituted meeting of the Board of Directors is necessary to submit a proposed amendment to the voting members. A petition must meet two requirements: a petition must be signed by at least one-third of one percent (0.333%) of the total number of IEEE voting members in each Region; and at least one percent (1%) of the total number of IEEE voting members, as listed in the official membership records of the IEEE at the end of the previous year. A copy of such proposed amendment or amendments, if lawful, shall be distributed to each voting member at least sixty days before the date designated for counting the votes. Voting shall be in accordance with the Bylaws.

Sec. 2. A vote of at least two-thirds of all votes cast, provided the total number of those voting is not less than ten percent of the total number of voting members, in favor of an amendment is necessary for adoption. Voting members shall be notified as soon as practicable by notice in a publication going to all voting members.

Sec. 3. Amendments to this Constitution shall take effect thirty days after adoption, but if by amendment Officers and Officers-elect are changed in status or the number of Directors is reduced, each Officer and each Director shall continue to serve until the term expires.

BYLAWS OF THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

Adopted by the IEEE Board of Directors 8 January 1963, and
incorporating subsequent revisions through 24 June 2024.

I-100. MEMBERSHIP

I-101. Grades

1. The grades of IEEE membership and their abbreviations are:

- a) Honorary Member H or HIEEE
- b) Fellow F or FIEEE
- c) Senior Member SM or SMIEEE
- d) Member M or MIEEE
- e) Associate Member AM or AMIEEE
- f) Graduate Student Member GSM or GSMIEEE
- g) Student Member StM or StMIEEE

When the status of Life Member, as defined in IEEE Bylaw I-102.2, is attained these abbreviations may be preceded with an L.

Members of IEEE who have been recognized as Members of IEEE-Eta Kappa Nu (IEEE-HKN), may use the additional title Member, IEEE-Eta Kappa Nu (abbreviated Member, IEEE-HKN).

Members of IEEE who have been recognized as Eminent Members of IEEE-Eta Kappa Nu (IEEE-HKN) may use the additional title Eminent Member, IEEE-Eta Kappa Nu (abbreviated Eminent Member, IEEE-HKN).

Where used in these Bylaws, the term 'member,' when printed without an initial capital letter, includes all grades of membership.

I-102. Categories

1. Categories. The following categories of IEEE membership are:

Electronic Membership
 Life Members
 Minimum Income
 Permanently Disabled
 Retired
 Unemployed

Requirements to qualify for these categories of membership shall be specified in the IEEE Policies, except for Life Members which shall be defined in these Bylaws.

2. Life Members. The designation "Life Member" is applicable only to a member who has attained the age of 65 years and who has been a member of IEEE for such a period that the sum of his/her age and his/her years of membership equals or exceeds 100 years. The designation of "Life Member" shall be effective on 1 January of the year immediately succeeding the year in which the requirement for the Life Member category has been satisfied.
3. IEEE-Eta Kappa Nu (IEEE-HKN). The designation IEEE-HKN shall be applicable only to (i) any person who has been inducted into the membership of IEEE-HKN, or (ii) a Member or Eminent Member of Eta Kappa Nu in good standing prior to its merger into IEEE who continues to meet the requirements for membership in IEEE-HKN.

I-103. Affiliates

1. Definition. The designation "IEEE Society Affiliate" refers to individuals who are not IEEE members but who are entitled to participate in certain activities of the Society. The Technical Activities Board shall establish the qualifications for Society Affiliates and the associated rights and privileges within the Society. Dues shall be established by the Board of Directors. Affiliates do not qualify for any special membership categories as defined in IEEE Bylaw I-102.1.

I-104. Qualifications

1. Honorary Member. The title of Honorary Member may be conferred by the IEEE Board of Directors on those individuals, not members of IEEE, who have rendered meritorious service to humanity in IEEE's designated fields of interest. An affirmative vote of two-thirds of the members of the IEEE Board of Directors present at the time of the vote, provided a quorum is present, shall be required for conferment at a regularly constituted meeting.
2. Fellow. The grade of Fellow recognizes unusual distinction in the profession and shall be conferred by the Board of Directors upon a person with an outstanding record of accomplishments in any of the IEEE fields of interest (Bylaw I-104.11). The accomplishments that are being honored shall have contributed importantly to the advancement or application of engineering, science and technology, bringing the realization of significant value to society. The nominee shall hold Senior Member grade at the time the nomination is submitted and shall have been a member in good standing in any grade for a period of five years or more preceding 1 January of the year of elevation.

Additional eligibility requirements for nominees and others involved in the submission and evaluation process, as well as other related procedures, shall be specified in the IEEE Fellow Committee Operations Manual. The year of elevation to the grade of Fellow is the year following approval by the Board of Directors conferring the grade of Fellow. Members elevated to the Fellow grade may use the title immediately following approval by the Board of Directors. All those elevated will receive a certificate and pin.

3. Senior Member. The grade of Senior Member is the highest for which application may be made and shall require experience reflecting professional maturity. For admission or transfer to the grade of Senior Member, a candidate shall be an engineer, scientist, educator, technical executive, or originator in IEEE-designated fields (Bylaw I-104.11).

The candidate shall have been in professional practice for at least ten years and shall have shown significant performance over a period of at least five of those years, such performance including one or more of the following:

- a) Substantial responsibility or achievement in one or more of IEEE-designated fields; or
- b) Publication of papers, books, or inventions in one or more of IEEE-designated fields; or
- c) Technical direction or management of important work with evidence of accomplishment in one or more of IEEE-designated fields; or
- d) Recognized contributions to the welfare of the professions encompassed by one or more of the IEEE-designated fields; or
- e) Development or furtherance of important courses in one or more of the IEEE-designated fields at an accredited institution; or
- f) Contributions equivalent to those of (a) to (e) in areas related to IEEE-designated fields, provided these contributions serve to advance progress substantially in IEEE-designated fields.

4. Member. The grade of Member is limited to those who have satisfied IEEE-specified educational requirements and/or who have demonstrated professional competence in IEEE-designated fields of interest. For admission or transfer to the grade of Member, a candidate shall be either:

An individual who shall have received a three-to-five year university-level or higher degree (i) from an accredited institution or program and (ii) in an IEEE-designated field, both of which are defined in IEEE Bylaw I-104.11; or

- b) An individual who shall have received a three-to-five year university-level or higher degree from an accredited institution or program and who has at least three years of professional work experience engaged in teaching, creating, developing, practicing or managing in IEEE-designated fields; or
- c) An individual who, through at least six years of professional work experience, has demonstrated competence in teaching, creating, developing, practicing or managing within IEEE-designated fields.

5. Associate Member. The grade of Associate Member is designed for technical and non-technical applicants who do not meet the qualifications for Member grade, but who would benefit through membership and participation in IEEE, and for those who are progressing, through continuing education and work experience, towards the qualifications for Member grade.
6. Graduate Student Member.
 - a) A Graduate Student Member must qualify for Member grade and carry at least 50% of a normal full-time academic program as a registered graduate student in a regular course of study in IEEE-designated fields. The total cumulative period for a member to hold the Student Member grade and/or the Graduate Student Member grade shall be limited to 8 years.
 - b) Graduate Student Members, upon graduation or upon reaching the total cumulative 8-year limit as a Student Member and/or Graduate Student Member (whichever occurs first), shall be transferred to Member grade.
7. Student Member.
 - a) A Student Member must satisfy the following conditions (1) carry at least 50% of a normal full-time academic program as a registered undergraduate or graduate student in a regular course of study in IEEE-designated fields; and (2) not yet qualify for Member grade. The total cumulative period for a member to hold the Student Member grade and/or the Graduate Student Member grade shall be limited to 8 years.
 - b) Student Members, upon graduation or upon reaching the 8-year limit (whichever occurs first), with at least a baccalaureate or higher degree (or its equivalent) from an accredited institution in an IEEE-designated field shall be transferred to Member grade.
 - c) Student Members other than those qualifying under subparagraph (b), upon graduation or upon reaching the 8-year limit (whichever occurs first) shall be transferred to Associate Member grade.
8. Course Completion Equivalent. Graduation from a course of at least 18 months duration of study in a curriculum related to IEEE-designated fields may be accepted as equivalent to one year's professional experience.
9. Graduate Work Equivalent. Full-time graduate work, or part-time graduate work with teaching or research, in IEEE-designated fields, may be accepted as equivalent to professional experience.
10. Time Requirements. The time requirements for admission or transfer to any grade of membership may be satisfied by applying pro rata the experience of the candidate under the various alternative requirements for the grade.
11. The IEEE-designated fields are:
 - Engineering;
 - Computer sciences and information technology;

- Biological and medical sciences;
- Mathematics;
- Physical sciences;
- Technical communications, education, management, law and policy.

Revisions to IEEE-designated fields shall be by action of the IEEE Board of Directors upon recommendation by the IEEE Technical Activities Board.

An accredited institution or program signifies that a governmental or non-governmental entity has attested to the adequate quality of the academic enterprise.

12. Statement of Non-Prejudice. Admission to membership in IEEE in any grade shall not be affected by the race, religion, nationality, or sex of the applicant.

13. Member Obligations and Standing.

1) Membership in IEEE in any grade shall carry the obligation to:

- a) Abide by the IEEE Constitution, Code of Ethics, Bylaws and Policies;
- b) Support the enhancement of IEEE principles, objectives and activities; and
- c) Meet the monetary obligations required for membership such as the payment of dues and applicable assessments. In addition, Life Members shall be obligated to confirm annually the desire to continue to receive services and publication(s) to which they are entitled.

2) Member In Good Standing.

- a) When applied to an IEEE member, the term *member in good standing* shall mean an IEEE member of any grade who is not under suspension.
- b) When applied to a member of another technical or scientific society, the term *member in good standing* shall adopt the meaning of the term as it is used by that specific society.

14. Suspended Member Privileges. Members under IEEE suspension shall be regarded as members not in good standing and, for the period of their suspension, denied member privileges with the exception of member insurance benefits.

I-105. Privileges

1. Honorary Members. Honorary Members shall be entitled to all rights and privileges of IEEE except the right to hold office therein, including the use of HIEEE or "IEEE Honorary Member" in their signature blocks, and on business cards, letterheads and such.

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2. Fellows. Fellows shall be entitled to all rights and privileges of IEEE, including the use of FIEEE or "IEEE Fellow" in their signature blocks, and on business cards, letterheads and such.
3. Senior Members. Senior Members shall be entitled to all rights and privileges of IEEE except the right to serve on the Fellow Committee. Senior Members may use SMIEEE or "IEEE Senior Member" in their signature blocks, and on business cards, letterheads and such.
4. Members. Members shall be entitled to all rights and privileges of IEEE except the right to hold (1) any corporate office, (2) the office of Director, (3) membership on the Admission and Advancement Committee, the Awards Board, the Fellow Committee, the Member and Geographic Activities Board, as specified in IEEE Bylaw I-303.5, the IEEE-USA Board, the PROCEEDINGS OF THE IEEE Editorial Board, or the IEEE Thesaurus Editorial Board. Members may use MIEEE or "IEEE Member" in their signature blocks, and on business cards, letterheads and such.
5. Associate Members. Associate Members shall be entitled to attend meetings of IEEE members, to vote only on matters presented to groups of members (such as Societies and Sections), and to be appointed on committees with the right to vote when specifically approved by the Board of Directors. (See Bylaw I-309.) Associate Members may use AMIEEE or "IEEE Associate Member" in their signature blocks, and on business cards, letterheads and such.
6. Graduate Student Members. Graduate Student Members shall have the rights and privileges of Members. Graduate Student Members may use GSMIEEE or "IEEE Graduate Student Member" in their signature blocks, and on business cards, letterheads and such.
7. Student Members. Student Members shall have the rights and privileges of the Member grade, except the right to vote. Additional rights and privileges or limitations thereof, if any, shall be specified by the Member and Geographic Activities Board. Student Members may use StMIEEE or "IEEE Student Member" in their signature blocks, and on business cards, letterheads and such.
8. Life Members. Life Members have those privileges associated with their grade immediately before becoming a Life Member or with such higher grade to which they may be advanced.
9. Electronic Membership. Members who qualify and select Electronic Membership shall have all the rights and privileges associated with their grade of membership or with such higher grade to which they may be advanced, except as otherwise provided in the IEEE Policies.

The foregoing notwithstanding, the rights and privileges of members and affiliates shall be limited from time to time to the extent necessary to comply with all applicable laws and regulations.

I-106. Application/Nominations-Requirements; References; Submission Procedures; Reapplication; Appeals

Applications and nominations for admission to IEEE membership, or for advancement to a higher grade of membership, shall be made on forms provided by IEEE and shall embody a record of the applicant's technical education and career. The names of references shall be provided as specified in this Bylaw. References shall be requested to complete and submit the confidential form prescribed by IEEE, commenting on the qualifications of the applicant or nominee, as the case may be.

1. Reference Requirements. Applications for membership shall indicate names of references as follows:

For admission or elevation to Senior Member grade – three Fellows, Senior Members, or Honorary Members.

For admission to Member or Student grade – none required.

For elevation from Associate Member to Member grade – none required.

2. References by Non-Members. If an applicant or nominee for admission or elevation to Senior Member grade is not known by the number of IEEE members specified in Bylaw I-106.1 who would have sufficient personal knowledge of the applicant's accomplishments to serve as a reference, IEEE at its discretion may accept other references who are familiar with the applicant's professional work; such references preferably should be professionals of standing in IEEE-designated fields.
3. Member and Geographic Activities Board Scope of Action. The Member and Geographic Activities Board is authorized to act for the Board of Directors to coordinate, encourage, and support membership development and to administer admissions and grade advancements, all in accordance with policies, rules, and procedures approved by the Board of Directors and excepting matters pertaining to the Honorary Member and Fellow grades. Questions of interpretation, waivers of requirements, and issues involving two or more Major Boards shall be referred to the Board of Directors for resolution.
4. Submission of Application/Nomination. An application or nomination for admission or elevation may be submitted (1) by a candidate, or (2) on behalf of a candidate by a sponsor, such as an IEEE member or an IEEE organizational unit (such as a Chapter, Section, or Society).
 - a) When an application or nomination is submitted for admission to Associate Member or Member grade, the candidate shall be notified of the action by or on behalf of the Admission and Advancement Committee.
 - b) When the application or nomination for admission or elevation to Senior Member grade, or elevation to Member grade is submitted by a sponsor, the sponsor shall be notified of the action by or on behalf of the Admission and Advancement Committee and, if the action is affirmative, the candidate also shall be notified.

Elevations shall become effective on the date of action by the Admission and Advancement Committee unless payment of dues or fees is required, in which case the date of receipt of the dues or fees from the candidate shall be the effective date.

The requirement for an application, with references, shall be waived for the orderly progression from Student Member to Associate Member or Member grade.

5. Senior Member Application. Senior Member grade is the highest grade for which application may be made for admission or advancement. Elevations to Fellow grade and conferment of Honorary Member grade are by the Board of Directors, following nomination and review procedures given in the IEEE Policies and Bylaw I-305, respectively.

6. Admission and Advancement Committee. Applications for admission or advancement in grade shall be referred to the Admission and Advancement Committee, a committee of the Member and Geographic Activities Board. Procedures for elevations shall be established by the Admission and Advancement Committee. The Admission and Advancement Committee may delegate to the IEEE Executive Director, or the IEEE Executive Director's appointed representative, authority to elevate or transfer applicants to the grade of Student Member, Associate Member, Graduate Student Member or Member when there is evidence that the requirements of Bylaw I-104 have been fulfilled. When so authorized, the IEEE Executive Director shall render regular reports to the Admission and Advancement Committee of the elevations and transfers so processed.
7. Reapplication. A reapplication for admission or advancement in grade may be made after the expiration of one year from the date of a rejection.
8. Appeal Committee. A candidate whose application for admission or grade advancement is denied by the Admission and Advancement Committee may appeal the decision through an Admission and Advancement Appeal Committee. Notification of the appeal and its rationale are to be sent to the Vice President - Member and Geographic Activities, with a copy to the MGAB Staff Secretary.

The Appeal Committee will be comprised of the Vice President - Member and Geographic Activities, the Vice President - Technical Activities, and the Vice President - Educational Activities.

I-107. Organizational Units Defined; Hierarchy, Structure and Membership Types

1. Definition. An IEEE organizational unit is a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law.
2. Hierarchy. Each IEEE organizational unit shall be an integral part of IEEE and not a separate organization.
3. Membership. Membership in an organizational unit may be automatic, that is, by virtue of being an IEEE member, or it may be by member choice.
4. Requirement. Membership in an organizational unit may require dues, assessments, or other forms of payment.
5. Structure. An organizational unit may contain other organizational units.
6. Boards. The board of any organizational unit, referred to as Major Boards listed in IEEE Bylaw I-303, shall be deemed to be a Committee of IEEE within the meaning of the New York Not-for-Profit Corporation Law.

I-108. Dues, Assessments, and Fees

1. Definitions.
 - a) IEEE Dues. IEEE Dues are the basic (core) costs for membership in IEEE and must be paid by all members. They can only be levied or changed by the Board of Directors.

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In conjunction with membership development activities designed to promote membership the Managing Director, Member and Geographic Activities is granted the authority to offer discounting up to 25% of the IEEE membership dues.

- b) Organizational Unit Dues. Organizational Unit Dues are "member choice" payments for membership in an organizational unit to which it is not mandatory for an IEEE member to belong.
- c) Assessments. Assessments are payments required of members by virtue of their automatic membership in an organizational unit.
- d) Fees. Fees are "member choice" payments for products and services offered to the membership on an optional basis (e.g., subscriptions to periodicals).

IEEE Dues and Assessments shall be specified elsewhere in these Bylaws.

2. Assessments and Changes Thereto. Assessments that apply to all IEEE members shall be approved by action of two-thirds of the votes of the Board of Directors present at the time of the vote, provided a quorum is present.

Changes in assessments for ABET shall be approved by action of two-thirds of the votes of the Board of Directors present at the time of the vote, provided a quorum is present.

Changes in assessments other than those named above, and that apply to a specific organizational unit, and not to all IEEE members, shall be brought to the Board of Directors for consideration. The Board of Directors may either approve the change by action of two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present, or require, by a majority vote, that all IEEE voting members of the organizational unit be given the opportunity to express their opinion. If their opinion is required, all eligible members of the organizational unit shall be sent written notice and ballots at least 30 calendar days in advance of the close of balloting. If a majority of those members voting on the issue are in favor of the new assessment, the change may be brought back to the Board of Directors and approved by action of two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present.

3. Payments. Any "member choice" payments shall be handled in accordance with the operating rules as specified in the operations manual of the organizational unit receiving them. Other payments, except as noted in other paragraphs of these Bylaws, shall be set by the Board of Directors.
4. Annual Dues Period; Billing Cycle; Termination and Reinstatement; Proration Schedule; Waiver or Reductions; Methods of Payment. The annual dues period or membership year shall be 1 January to 31 December.

Should dues and applicable assessments remain unpaid as of 1 March in any membership year, membership shall be automatically terminated, including all privileges and rights, including the right to receive products and services associated with membership. Notification of membership termination shall be provided to an affected member, along with information as to procedures for reinstatement.

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The procedures for billing schedule; proration schedule; waiver reduction and acceptable methods of payment of members' dues, assessments and fees; termination of membership and reinstatement of membership shall be specified in the IEEE Policies.

5. IEEE Dues. Using one-hundred thirty-four dollars (USD 134.00) as a base, IEEE dues for all grades other than Student Member and Graduate Student Member, except as noted in other paragraphs of this Bylaw, shall be adjusted annually beginning in 2011 to reflect the change in the three-year average of the minimum for each year of the following consumer price indices of the Advanced Economies, the World, the U.S., and the Emerging and Developing Economies as published by the International Monetary Fund from such average in the preceding year. All fractional amounts shall be rounded to the nearest whole dollar. There shall be no dues and assessments for Honorary Members.

Reduction or waivers of dues for certain categories of membership shall be specified in the IEEE Policies.

The amount allocated to Regions, Sections, Chapters, Affinity Groups and Student Branches will equal 12% of member dues.

6. Assessments. In addition to the IEEE dues, the following annual assessments shall apply.

- A. IEEE-USA and ABET Annual Assessments.

For members other than Student Member and Graduate Student Member, who belong to Regions 1-6 and reside within the United States, there shall be an assessment which shall support IEEE-USA. Using an assessment of forty-five dollars (USD 45.00) as a base, the assessment shall be indexed each year to reflect the change in the three-year average of the U.S. consumer price index published by the U.S. Bureau of Labor Statistics, rounded to the nearest whole dollar, beginning with the 2018 dues.

For members other than Student Member and Graduate Student Member, who belong to Regions 1-6 and reside within the United States, three dollars (USD 3.00) shall be accounted for in an ABET reserve bookkeeping account which shall support exclusively IEEE's ABET dues and associated operating expenses by the Educational Activities Board. Beginning with the 2006 membership year, and continuing in each subsequent year, this assessment shall be increased by one dollar (USD 1.00) each time the following two criteria are met: (1) IEEE expenses for ABET dues and associated operating expenses exceed proceeds from this assessment by more than USD 100,000 in the immediately preceding membership year; and (2) the ABET reserve has less than 110% of the expected expenditures for the immediately succeeding membership year.

- B. Regional Assessments.

For members other than Student Member and Graduate Student Member, belonging to each of the following Regions, the respective assessment shall apply:

Region 1, five dollars (USD 5.00) for Region 1

Region 2, two dollars (USD 2.00) for Region 2

Region 3, two dollars (USD 2.00) for Region 3

Region 4, three dollars (USD 3.00) for Region 4

Region 5, five dollars (USD 5.00) for Region 5

Region 6, three dollars (USD 3.00) for Region 6

Region 7, nineteen dollars (USD 19.00) for Region 7

Region 8, thirteen dollars (USD 13.00) for Region 8

Region 9, four dollars (USD 4.00) for Region 9

Region 10, five dollars (USD 5.00) for Region 10

C. Section Assessments.

There shall be a twenty-five dollar (USD 25.00) assessment for members, other than Student Members and Graduate Student Members, who are members of a Section in Japan. The assessment shall be allocated to each of the Sections in Japan based on the member's Section assignment and shall be used to support the activities of the respective Sections.

D. European Public Policy Assessment.

There shall be a five dollar (USD 5.00) assessment for members, other than Student Members and Graduate Student Members, who are members from Region 8 within the countries specified in Bylaw I-305. The assessment shall be used to support the development of public policy and related activities for the benefit of the profession and public in Europe.

7. Student Member and Graduate Student Member Dues. IEEE dues for the Student Member and Graduate Student Member grades shall be thirty-two dollars (USD 32.00) per year in Regions 1-7 and twenty-seven dollars (USD 27.00) in Regions 8-10.

Student Members and Graduate Student Members in good standing transferring to any other grade upon graduation, shall pay graduated dues, assessments, and Society dues following graduation as follows, provided membership is maintained without loss of continuity during these years:

- First Year 50%
- Second Year 100%

This program shall be available to members on a one-time lifetime basis. Once a member has taken advantage of this benefit it cannot be claimed again.

An IEEE Student Member or an IEEE Graduate Student Member may join as many of the IEEE Societies as serve the member's interests and may subscribe to Society periodical options available to Society members. The Student and Graduate Student membership dues and optional periodical prices shall be established annually by the individual Societies/Councils/Committees.

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If no specific rates are provided, Student Member and Graduate Student Member Society dues will not exceed 50% of Member dues, and Student Member and Graduate Student Member subscription rates for optional periodicals will not exceed 75% of Member rates. Individual dues will be rounded up to the next whole dollar.

8. Members-Dues Waived. Dues and assessments, if any, shall be waived on 1 January of the year following attainment of Life Member status as defined in Bylaw I-102.2. In determining the required years of membership, the following rules shall apply:

- a) Only years in which membership dues were paid shall be counted;
- b) Years of Student and Graduate Student membership shall be counted; and
- c) Years of membership need not be consecutive.

Life Membership in IEEE entitles the member to the privileges specified in IEEE Bylaw I-105.8. In addition, Life Members shall be entitled to receive, free of charge, the services and publication(s) provided for the basic IEEE dues and assessments, on the condition that the Life Member confirms each year that such services and publication(s) are still desired. Life Members shall receive an annual election ballot on the condition that the Life Member confirms each year that the Life Member desires to receive an annual election ballot.

An individual who has had not less than five years of Society or IEEE SA membership, immediately prior to attaining Life Membership, or completes such five-year period of membership while a Life Member, may continue a Life Membership in such Society or IEEE SA, respectively, without dues payment. Life Membership in a Society or IEEE SA entitles the member to receive, free of charge, the services and publication(s) provided for the basic Society dues or IEEE SA dues, as the case may be, on the condition that the Life Member confirms each year that such services and publication(s) are still desired.

I-109. Resignation

1. Written Notice. A member in good standing may resign by submitting a written resignation to the IEEE Secretary.
2. Approval to Resume Membership. Subject to the approval of the Admission and Advancement Committee, a resigned member may resume membership upon payment of the current dues, assessments, and fees, as appropriate. Continuity of membership(s) may be obtained by payment of the dues and any assessments or fees pertaining to the lapsed years.

I-110. Misconduct Complaints and Support

1. Misconduct Complaints. Any individual may file a misconduct complaint against a member, or non-member engaged in an IEEE activity, through the process defined in the IEEE Policies.

Employee related disputes, standards development disputes, disputes related to conferences, society-society disputes, scholarly publication misconduct, and inappropriate financial activities, may be directed for review and action to the Organizational Unit within IEEE charged with overseeing the issue(s) related to the misconduct or dispute.

Only those complaints reported within: (i) 5 (five) years of the date of alleged act of misconduct; or (ii) 5 years from when discovery of the alleged misconduct is first made in circumstances where such discovery could not have reasonably been made sooner through no fault of the complainant, whichever is later, shall be considered by the Ethics and Member Conduct Committee (EMCC) process.

The detailed procedures and requirements related to the filing of complaints, investigations, timelines, hearing board procedures, and required reports shall be specified in IEEE Policy 7.10.

2. Cause for Expulsion, Suspension, Member Grade Revocation, Censure, or Disciplinary Action. Cause shall mean conduct that is determined to be:

- a material violation of the IEEE Code of Ethics, or
- a material violation of the IEEE governing documents, IEEE Operations Manuals, and other internal and external rules and regulations that affect the membership and activities of IEEE, or
- other conduct that is seriously prejudicial to IEEE.

A member of IEEE may face disciplinary action, as defined in IEEE Policies 7.10, up to and including expulsion, suspension, revocation of Senior or Fellow Member grade, or censure.

Non-members participating in an IEEE activity may face disciplinary action, as defined in IEEE Policies 7.10.

Sanctions and other disciplinary action shall be taken against any member found to have been responsible for misconduct. Disciplinary action shall be taken against any non-member found to have been responsible for misconduct while participating in an IEEE activity.

3. Rights and Privileges. The rights or privileges of membership, as defined in IEEE Bylaw I-105, shall be denied to a member expelled or suspended (during the period of suspension and including service on committees and boards, at all levels). Service on committees and boards, at all levels, may also be denied to a member or non-member participating in an IEEE activity against whom disciplinary action has been taken.
4. Hearing Board. The IEEE President, with the concurrence of the IEEE Board of Directors, shall appoint a hearing board to hear each complaint when such action has been initiated by the IEEE Ethics and Member Conduct Committee against an IEEE member.

The hearing board shall base its decisions only on testimony and other evidence presented at the hearing. The member named in the complaint or such member's authorized representative shall have an opportunity at such hearing to present testimony and other evidence and to confront the evidence supporting the complaint.

A finding by the hearing board that the member's conduct constitutes cause, as set forth in Bylaw I-110.2, shall require an affirmative vote of two-thirds of votes of the members of the hearing board present at the time of the vote, provided a quorum is present. The hearing board may either (i) recommend to the Board of Directors the sanction to be imposed or

(ii) request that the Board determine the sanction to be imposed. All findings and recommendations by the hearing board shall be in writing.

The Board of Directors shall review the findings and recommendations as to sanction, if any, made by the hearing board.

5. Sanctions. Recommendations by the hearing board and determinations by the Board of Directors as to sanctions, as defined below, shall be made by the hearing board or the Board of Directors on the basis of the severity of the wrongful conduct of the individual, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors that the hearing board or the Board of Directors considers relevant in the circumstances of the particular case. The hearing board shall make a recommendation on the time period for a suspension or a revocation.

The sanctions which may be imposed by the Board of Directors are as follows:

- A. Censure which shall mean an official reprimand. Such reprimand shall be in the form of a letter from the IEEE Board of Directors.
- B. Revocation which shall mean that the individual shall no longer be entitled to the rights and privileges of a member grade held at the Senior or Fellow level and shall be reassigned to a membership grade at the discretion of the IEEE Board of Directors.
- C. Suspension which shall mean:
 - i. Level 1: All rights and privileges, as defined in IEEE Bylaw I-105, associated with the member grade held, as defined in IEEE Bylaw I-101, at the time the suspension begins, shall cease for the period of the suspension. The individual shall also be barred from any type of membership in any IEEE organizational unit, as defined in IEEE Bylaw I-107.1, and participation in any IEEE activity, for the period of the suspension, with the exception of pre-existing member insurance benefits.
 - ii. Level 2: All rights and privileges, as defined in IEEE Bylaw I-105, associated with the member grade held, as defined in IEEE Bylaw I-101, at the time the suspension begins, shall cease for the period of the suspension. The individual shall also be barred from all volunteer positions that could be held by an individual who is not an IEEE member for the period of the suspension.
- D. Expulsion which shall mean:
 - i. Level 1: The individual shall no longer be a member of IEEE. All rights and privileges of membership shall cease, and the individual shall be removed from the membership rolls of IEEE. The individual shall also be permanently banned from any type of membership in any IEEE organizational unit, as defined in IEEE Bylaw I-107.1, and participation in any IEEE activity.
 - ii. Level 2: The individual shall no longer be a member of IEEE. All rights and privileges of membership shall cease, and the individual shall be removed from the membership rolls of IEEE. The individual shall also be permanently banned from all volunteer positions that could be held by an individual who is not an IEEE member.

6. Final Action by the IEEE Board of Directors. The final action of the Board of Directors shall be by recorded ballot at a meeting of the Board of Directors. If the complaint was signed by a Director, such Director shall not be eligible to vote. Any other Director may disqualify himself or herself on his or her own motion or be disqualified by an affirmative vote of the Directors voting on the question.

An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to sustain the hearing board's findings as to cause and to sustain any recommendations by the hearing board as to sanction.

In the event that the Board of Directors sustains a finding by the hearing board as to cause, but either the hearing board made no recommendation as to sanction, or the sanction recommended by the hearing board is not sustained by the Board of Directors, then the sanction shall be determined by an affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present. The Board of Directors may reduce, but shall not increase, the sanction recommended by the hearing board.

Final action by the Board of Directors shall consist of the recorded ballots and findings made in writing on the issues of cause and sanction, in accordance with IEEE Bylaw I-110.6.

7. Notifications. The Board of Directors shall notify the member(s) charged of the decision taken. Expelled members' names shall be dropped from the membership rolls of IEEE.

The Board of Directors, at its discretion, may notify the membership of any expulsion, suspension, or censure. Notification may include a statement of the circumstances surrounding such action. Any such publication or notice to IEEE members shall be issued through the office of the IEEE Executive Director.

8. Readmission. Notwithstanding anything in these Bylaws to the contrary, an affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to approve the readmission to membership of a former member who has been expelled under the provisions of this Bylaw.
9. Misrepresentation. If information is presented to the Ethics and Member Conduct Committee (EMCC) indicating that the application for membership or transfer to a higher grade contains material misrepresentations or false statements, the EMCC shall investigate and provide the member an opportunity to submit an explanation. If the EMCC concludes that such application contains material misrepresentations or false statements, the membership shall be terminated and the member notified. All such actions taken by EMCC shall be reported to the IEEE Board of Directors.
10. Requests for Support. IEEE may offer support to engineers and scientists involved in matters of ethical principle that stem in whole or in part from adherence to the principles embodied in the IEEE Code of Ethics, and that can jeopardize a person's livelihood, can compromise the discharge of the person's professional responsibilities, or that can be detrimental to the interests of IEEE or of the engineering profession. All requests for support containing allegations against persons not members of IEEE or against employers or others, and matters of information considered to be relevant to the ethical principles or ethical conduct supported by IEEE shall be submitted initially to the Ethics and Member Conduct Committee. Requests for support shall not include requests that

the Ethics and Member Conduct Committee support a member who is the subject of a complaint as set forth in Bylaw I-110.1. IEEE support of persons requesting assistance or amicus curiae participation in legal proceedings shall be limited to issues of ethical principle.

The Ethics and Member Conduct Committee, following a preliminary investigation of any requests for support received, shall submit a report to the Board of Directors, which shall include findings and recommendations for consideration by the Board of Directors. The Board of Directors may, if it deems it appropriate to do so, appoint an advisory board to assist it in considering such report. On the basis of information available, the Board of Directors may thereafter offer support to the person making the request as appropriate to the circumstances and consistent with Section 7.11 of the IEEE Policies.

The Board of Directors may publish findings, opinions, or comments in support of the person and take such further action as may be in the interests of that person, IEEE, or the engineering profession.

I-111. Removal or Suspension of Delegates, Directors, and Officers

1. Vote to Remove Delegate/Director-Officer. A Delegate/Director-Officer elected by the voting members of IEEE may be removed, with or without cause, by vote of the voting members of IEEE, as follows:
 - a) Within thirty (30) calendar days following either (i) the affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, on a motion to remove such Delegate/Director-Officer, or (ii) the receipt by IEEE Headquarters or Operations Center of a petition signed by at least 10% of the total number of voting members of IEEE moving for the removal of such Delegate/Director-Officer, a ballot on such motion shall be submitted to the voting members of IEEE.
 - b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director-Officer, such Delegate/Director-Officer shall be removed from such positions.
2. Vote to Remove Delegate/Director-Officer of an Organizational Unit. A Delegate/Director-Officer elected by the voting members of an IEEE organizational unit may be removed from office, with or without cause, by a vote of the voting members of the IEEE organizational unit who elected that person, as follows:
 - a) Within thirty (30) calendar days following either (i) the affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, on a motion to remove such Delegate/Director-Officer, or (ii) the receipt by IEEE Headquarters or Operations Center of a petition signed by at least 10% of the total number of voting members in such an organizational unit moving for the removal of such Delegate/Director-Officer, a ballot on such motion shall be submitted to the voting members of such an organizational unit.
 - b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director-Officer, such Delegate/Director-Officer shall be removed from such positions.

- c) Bylaws or Operations Manuals specific to each IEEE organizational unit may define any further procedures beyond this Bylaw I-111.2.
3. Election Recall. Written ballots will be valid only when received in an envelope marked "Ballot" and when the voting member's signature is furnished in accordance with the instructions accompanying the ballot. Only ballots arriving in IEEE Headquarters or Operations Center, or received by an organization delegated by the IEEE Executive Director (see Bylaw I-306.2), before twelve o'clock noon on the first business day following the forty-fifth calendar day after the ballots were mailed (the "final recall election ballot receipt date") shall be valid. Ballots shall be checked, opened, and validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the tenth business day following the final recall election ballot receipt date.

As provided in Bylaw I-305, the Tellers Committee shall announce the result of the tally of the votes no later than the tenth business day following the final recall election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee, a copy of which shall be sent to the person who is the subject of the recall election. Subject to Bylaw I-307.19, the removal of such person shall be effective fifteen (15) calendar days after the date of such report.

4. Vote to Remove Assembly-Elected Director. A Director or Director-Officer elected by the Assembly may be removed from the position as Director or Director-Officer, with or without cause, by affirmative vote of two-thirds of the members of the Assembly who vote on a motion to remove such Director or Director-Officer, such removal to be effective at the time specified in such motion.
5. Suspension by the Board of Directors. An Officer elected by the Assembly or the voting members may not be removed from the position as an Officer by the Board of Directors, but his/her authority to act as an Officer may be suspended by the Board of Directors for cause, as follows:
- a) Cause shall mean conduct that is determined to be:
- a material violation of the IEEE Code of Ethics, or
 - a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of IEEE that is seriously prejudicial to IEEE, or
 - other conduct that is seriously prejudicial to IEEE.
- b) Upon receipt by the members of the Board of Directors of a complaint in the form of an affidavit, notarized and signed by at least three members of the Board of Directors, which sets forth with reasonable specificity the alleged conduct of an Officer occurring during the term as Officer that is alleged to constitute cause for the suspension of such Officer's authority to act as an Officer, such complaint shall be promptly transmitted to the Ethics and Member Conduct Committee. At the discretion of the Board of Directors, the authority of the charged Officer to act as an Officer may be temporarily suspended pending further proceedings, but only if the Board of Directors concludes, by an affirmative vote of two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present, on the question, that the alleged misconduct, if proven, is so seriously prejudicial to IEEE that such temporary suspension pending further proceedings is necessary in the best interests of IEEE. The members of the Board of Directors who signed the complaint shall not vote on the question.

- c) The Ethics and Member Conduct Committee shall institute proceedings looking towards the suspension of such Officer's authority to act as an Officer if the Ethics and Member Conduct Committee determines, after a preliminary investigation, that there is a reasonable basis for believing (i) that the facts alleged in the complaint, if proven, would constitute cause for such suspension, and (ii) that the facts alleged in the complaint can be proven. In making such preliminary investigation, the Ethics and Member Conduct Committee may act in its own behalf or through ad hoc committees appointed by and under the direction of the Chair of the Ethics and Member Conduct Committee. The Ethics and Member Conduct Committee shall not be required to initiate an investigation unless the persons submitting a complaint agree in writing to attend any hearing instituted pursuant to subdivision (d) of this Bylaw, if so requested by the charged Officer or the Ethics and Member Conduct Committee.
 - d) Any proceedings instituted by the Ethics and Member Conduct Committee shall be heard by the hearing board selected in the manner provided in Bylaw I-110.4. Upon instituting any such proceeding, the Ethics and Member Conduct Committee shall furnish the charged Officer with a copy of the complaint; shall give notice to such Officer of the time and place scheduled for hearing the complaint; and shall invite the Officer to present at such time a defense either in person, in writing, or by an authorized representative. The Ethics and Member Conduct Committee, or its authorized representative, shall present the case against the charged Officer at the hearing. The hearing board shall base its decision only on testimony and other evidence presented at the hearing. The charged Officer or the Officer's authorized representative shall have an opportunity at such hearing to present testimony and other evidence and to confront the evidence supporting the complaint. A finding by the hearing board that the charged Officer's conduct constitutes cause shall require an affirmative vote of two-thirds of the votes of the hearing board members present at the time of the vote, provided a quorum is present. All findings by the hearing board shall be in writing.
 - e) If the hearing board finds that the charged Officer's conduct constitutes cause, the Board of Directors shall review the findings made by the hearing board. The complaint, all evidence submitted to the hearing board, and the written findings of the hearing board shall be made available to the Board of Directors. An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to affirm the hearing board's finding that the charged Officer's conduct constitutes cause. If such a finding is affirmed, a separate affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to determine the period of time during which the Officer's authority to act as an Officer shall be suspended. The members of the Board of Directors who signed the complaint shall not vote on either of the foregoing questions.
6. Suspension of an Officer. An Officer's authority to act in any official capacity shall automatically be suspended for any period during which his/her authority to act as an Officer is suspended as provided in Bylaw I-111.5.
7. Vote to Remove a Member of an IEEE Board or Committee or a Member of a Board or Committee of an Organizational Unit. A member of an IEEE Board or Committee may be removed as a member of that Board or Committee, with or without cause, by the affirmative vote of two-thirds of the members of the appointing body present at the time of the vote, provided a quorum is present. A member of a board or committee of an organizational unit may be removed as a member of that

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board or committee, with or without cause, by either, as applicable, (i) the affirmative vote of two-thirds of the members of the appointing body, present at the time of the vote, provided a quorum is present, or (ii) the individual then currently holding the office that made the appointment.

Vacancies resulting from removal or suspension shall be filled following the methodology used to make the original appointment.

8. Vote to Remove IEEE Representatives. An IEEE Representative appointed to an outside organization by the Board of Directors or Major Board may be removed from the position as an IEEE Representative, with or without cause, by affirmative vote of two-thirds of the votes of the members of the appointing body present at the time of the vote, provided a quorum is present, to remove such IEEE Representative.

I-200. THE ASSEMBLY

I-201. Membership

1. How Constituted. The Assembly shall consist of 23 delegates, who shall be the IEEE President, the IEEE President-Elect, the IEEE Past President, the ten Region Delegates, and the ten Division Delegates.
2. Division Delegates. The terms of the Delegates from even-numbered Divisions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Divisions shall begin in even-numbered years. A Delegate elected by a Division shall be a member of and maintain membership in at least one of the Societies within that Division and shall have a term of office of two years. Additional eligibility requirements, beyond those stated in these Bylaws, shall be specified in the Technical Activities Board Operations Manual, as approved by the Technical Activities Board, and reported to the IEEE Board of Directors. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.12.
3. Region Delegates. The Delegates elected by Regions shall be members of and reside in the Regions electing them and shall have terms of office of two years. Additional eligibility requirements, beyond those stated in these Bylaws, shall be specified in the respective Region Bylaws, as approved by the Member and Geographic Activities Board, and reported to the IEEE Board of Directors. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. The terms of the Delegates from even-numbered Regions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Regions shall begin in even-numbered years. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.12.
4. Terms of Directors. As stated in the Constitution, all Delegates shall be elected Directors of the IEEE Board of Directors by virtue of their election as Delegates, and shall serve terms as Directors concurrent with their terms as Delegates. All Delegates-Elect shall be elected as Directors-Elect by virtue of their election as Delegates-Elect, and shall serve the same terms as Directors-Elect concurrent with their terms as Delegates-Elect.
5. Grade. All Delegates shall be of Fellow or Senior Member grade.
6. President. The presiding officer of the Assembly, as provided by the Constitution, shall be the President of IEEE.
7. IEEE Executive Director. The IEEE Executive Director shall serve as Staff Secretary for the Assembly and provide the recordkeeping and secretarial functions. In the absence of the IEEE Executive Director, the President shall perform the above functions or may delegate these tasks to another person.

I-202. Meetings

1. **Annual Meeting.** The annual meeting of the Assembly, required by the Constitution, shall be held in conjunction with the last regularly scheduled meeting of the Board of Directors in each fiscal year. Written notice shall state the place, date and hour of the meeting. A copy of the notice of the meeting shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each Delegate. If the notice is given personally, by first class mail, it shall be given not less than ten nor more than fifty calendar days before the date of the meeting. If mailed by any other class of mail, it shall be given not less than thirty nor more than sixty calendar days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address.
2. **Special Meetings.** Special meetings of the Assembly may be called by the Chair or by any five Delegates on notice to all other Delegates. Notice of any meeting shall state the place, date and hour of the meeting, and indicate that it is being issued by or at the direction of the person or persons calling the meeting. It shall specify the business which will be transacted at the meeting. The notice shall be given personally or by electronic mail not less than five calendar days before the date of the meeting, or by mail not less than ten calendar days before the date of the meeting. If sent by mail such notice shall be deemed to be given when deposited in the United States mail, with first class postage prepaid, directed to the delegate at his/her last known address. A special meeting of the Assembly to fill a vacancy occurring among the Corporate Officers, as specified in Bylaw I-301.12, must be called within 90 calendar days following existence of such a vacancy. If a Region or Division fails to fill a vacancy in the office of Region/Division Delegate within six months following notice of such vacancy, a special meeting of the Assembly shall be called within 90 calendar days thereafter to fill such vacancy.
3. **Adjourned Meeting.** Notice of any adjourned meeting of the Assembly, specifying the time and place of the next meeting, shall be given to the Delegates who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Delegates.
4. **Waiver.** Notice of a meeting need not be given to any Delegate who submits a written or electronic waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her. Waiver of notice need not specify the purpose of any regular or special meeting of the Assembly. If written, the waiver must be executed by the Delegate signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Delegate.
5. **Quorum.** A majority of the voting members of the Assembly shall constitute a quorum.
6. **Action of the Assembly at a Meeting of the Assembly.** Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, a majority of the votes cast, provided a quorum is present, shall be the act of the Assembly.

7. Unanimous Written Consent. Whenever Delegates are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all Delegates which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the Delegate by signing such consent or causing his/her signature to be affixed to such consent by any reasonable means including facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Delegate. Written or electronic consent thus given by all Delegates entitled to vote shall have the same effect as a unanimous vote of the Assembly.
8. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Delegates for the purpose of attending any special meeting of the Assembly.

I-203. Functions

1. Election of Officers. The IEEE Assembly shall elect the following four Corporate Officers for terms of one year, who shall also thereby be elected Directors-at-large: the Vice President - Educational Activities (who shall serve as Chair of the Educational Activities Board), the Vice President - Publication Services and Products (who shall serve as Chair of the Publication Services and Products Board), the Secretary, and the Treasurer.

The IEEE Assembly shall also elect the Vice President-Elect - Member and Geographic Activities (who shall become the Vice President - Member and Geographic Activities after one year as Vice President-Elect). The Vice President – Member and Geographic Activities (who shall serve as Chair of the Member and Geographic Activities Board) shall be a Corporate Officer.

In accordance with the IEEE Constitution, at the discretion of the Assembly, the offices of Treasurer and Secretary may be held concurrently by one person. An individual who has been elected to serve during the same year as IEEE SA President, IEEE-USA President or Vice President - Technical Activities shall not be considered for an IEEE Assembly-elected position. The procedure listed below shall govern election of Corporate Officers by the Assembly:

- a) No nominations from the floor shall be permitted during the Assembly meeting at which the elections are held.
- b) Candidates, in addition to those on the IEEE Nominations and Appointments Committee slate and/or the Member and Geographic Activities Assembly slate, may be nominated no later than ten calendar days prior to the IEEE Assembly meeting, if the signatures of five IEEE Assembly members accompany the nomination. Candidates may only seek nomination for one of the positions for which they have been considered by either the IEEE Nominations and Appointments Committee or the MGA Nominations and Appointments Committee using these committees' established review processes. Biographies and position statements for such candidates provided to the IEEE Assembly shall be those considered by the respective nominating committee. Nominations, which shall remain confidential, along with endorsements, shall be submitted to a designee specified by the IEEE Assembly Chair who will promptly inform the IEEE Assembly of nominees qualifying under this provision.

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- c) Each candidate on the ballot will have an opportunity to appear before the Assembly for five minutes for the purpose of making a presentation as to his/her candidacy. Each presentation shall be followed by a short question and answer period. If a candidate is unable to attend the IEEE Assembly meeting either in person or via electronic/telephonic means, he/she may designate an individual, who is not a member of the IEEE Assembly, to make the presentation on his/her behalf, however, no question and answer period shall follow.

The Assembly shall take appropriate action to fill vacancies on the Board of Directors as specified in Bylaw I-301.12.

- 2. Receipt and Filing of Reports. The Assembly shall receive reports, in accordance with Section 519 of the Not-For-Profit Corporation Law of the State of New York. The financial statements as described in subsections (1) through (4) of Section 519 shall be received by the Assembly at the first meeting at which are available the certified financial statements for the preceding calendar year. Changes in groups of members, and other information as required by subsection (5) of Section 519 shall be received by the Assembly as soon as practical following verification by the President and Treasurer. These reports shall be filed with the records of IEEE and copies or abstracts thereof entered in the minutes of the proceedings of the Assembly.

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I-300. General

1. Governance; Parliamentary Procedures; Meeting Protocol.

Governance. The policies, procedures, rules and regulations by which IEEE and its organizational units are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes IEEE. The IEEE Constitution, which can be approved and amended only by the voting members of IEEE, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions by specific organizational units and their policies, is contained in these IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Policies contains more detailed statements of specific policies, objectives and procedures which may be approved only by the IEEE Board of Directors.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws shall not be in conflict with the New York Not-For-Profit Corporation Law, the IEEE Certificate of Incorporation, or the IEEE Constitution. The IEEE Policies must conform to the provisions of all these documents. Accordingly, additional documents governing organizational units such as operations manuals, policy statements and organizational unit bylaws shall conform to and not conflict with the provisions of the IEEE governing documents cited above.

Parliamentary Procedures. *Robert's Rules of Order* (latest revision) shall be used to conduct business at meetings of the IEEE Board of Directors, Committees of the Board of Directors, Committees of IEEE and other organizational units of the IEEE unless other rules of procedure are specified in the Not-For-Profit Corporation Law of the State of New York, the IEEE Certificate of Incorporation, the IEEE Constitution, these Bylaws, the IEEE Policies, resolutions of the IEEE Board of Directors, or the applicable governing documents of those organizational units provided such organizational documents are not in conflict with any of the foregoing.

The IEEE Board of Directors shall resolve any issues related to the interpretation of, and conformance of other documents to IEEE's governing documents.

Meeting Protocol. Meetings of the IEEE Board of Directors, Major Boards, and other organizational units shall be open for attendance by any IEEE member or staff. Guests (who are not members of the particular body) are not entitled to join the discussion but may be allowed to address the body at the discretion of the body. Meetings shall be convened in Executive Session when dealing with confidential matters such as, but not restricted to, individual matters, disciplinary actions, legal and business critical issues. Executive Sessions shall be conducted in accordance with *Robert's Rules of Order* (latest revision), Chapter 4, §9. Members of the Board of Directors shall be allowed to attend Executive Sessions of any board or committee unless there is a conflict of interest with respect to the matter being discussed. Barring a conflict of interest, members of the Board of Directors shall be granted access to the approved minutes of executive sessions of any organizational unit board, committee or council.

2. Conflict of Interest. All persons either elected or appointed to an IEEE office (including but not limited to any Board, Committee, Council, Society, Chapter, or other Organizational Unit), prior to acceptance and during tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if an actual, perceived, or potential conflict exists with the interests of IEEE. A conflict of interest is a situation, transaction, or relationship in which a member's, volunteer's or staff person's decisions, actions, or votes could materially affect that individual's professional, personal, financial, or business concerns. In the event that a person nominated for or holding an IEEE office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the IEEE Internal Audit Department and the person in charge of the activity (or the next higher authority if the member is in charge) and to the governing body of the unit of IEEE in which he or she holds office and recuse himself or herself at any Board, Committee, Section, Council, Society, Chapter, or other meeting from any deliberations or vote on the matter giving rise to the conflict of interest.

3. Indemnification. To the extent permitted by law, IEEE shall indemnify (i) each Director, Officer, former Director and former Officer of IEEE, (ii) each person who serves as a duly authorized volunteer or employee of a duly authorized IEEE activity, (iii) each person who shall have served at the request of IEEE as a Director or Officer of another organization, and (iv) each person who serves on those committees responsible for IEEE employee benefit plans, against judgments, fines, amounts paid in settlement and reasonable expenses, including without limitation attorney's fees and expenses, actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding to which such person is made or threatened to be made a party by virtue of such service; provided (i) that such service is found by the Board of Directors to have been duly authorized and is not found by the Board of Directors to have been taken in bad faith or in a manner inconsistent with the purposes or objectives of IEEE as expressed in Bylaws, IEEE Policies, or resolutions duly adopted by the Board of Directors or in policies and procedures duly adopted by an IEEE organizational unit which are applicable to the activity at issue, (ii) the person to be indemnified has otherwise met the standards of conduct set forth in Section 722 or established by Section 721 of the New York Not-For-Profit Corporation Law, and (iii) that such indemnification is not otherwise prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled.

4. Action of the Board of Directors and Committees.
 - 1) As stated in the IEEE Constitution, from time to time the Board of Directors may designate or appoint one or more boards or committees, which shall have such powers of the Board of Directors as it may confer. These boards and committees include the Major Boards, Committees of the Board, Committees of IEEE, and Ad-Hoc Committees, as described more fully in these Bylaws. Notwithstanding the conferral of such powers, the Board of Directors shall continue to retain the rights granted to it by common law and the Not-For-Profit Corporation Law of the State of New York and may act on matters of immediate importance, as determined by the Board of Directors, that otherwise would be or have been committed to such board or committee, provided that a decision to expel a member of IEEE shall require approval by two-thirds of the members of the Board of Directors present.

 - 2) Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-For-Profit Corporation Law of the State of New York, the vote of a majority of the votes of the members present and entitled to vote, at the time of the vote, provided a quorum

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is present, shall be the act of the Board of Directors, the Committees of the Board of Directors, the Committees of IEEE as listed in IEEE Bylaw I-304, including the Major Boards, listed in IEEE Bylaw I-303, and any other board or committee reporting directly to the Board of Directors.

Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, the Not-For-Profit Corporation Law of the State of New York or the applicable governing documents of a board or committee of any organizational unit of IEEE (other than the Board of Directors, the Committees of the Board of Directors, the Committees of IEEE as listed in IEEE Bylaw I-304, including the Major Boards listed in IEEE Bylaw I-303, and any other board or committee reporting directly to the Board of Directors), the vote of a majority of the votes cast, provided a quorum is present, shall be the act of such board or committee.

- 3) Except as may otherwise be specifically provided by statute, the Certificate of Incorporation of the corporation or these Bylaws, members of the Board of Directors or any committee or board thereof may participate in a meeting of such board or committee by using conference telephone, electronic conferencing, electronic video screen, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence of the person in the meeting.
- 4) Unless otherwise restricted by statute, the Certificate of Incorporation of the corporation or these bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee or board reporting directly to the Board of Directors may be taken without a meeting if a unanimous consent, which sets forth the action, is signed, or acknowledged via e-mail by all members of the board or committee, as the case may be. If written, the consent must be executed by such party through signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the director. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.
- 5) Unless otherwise restricted by statute, the Certificate of Incorporation of the corporation or these bylaws, any action required or permitted to be taken at a meeting of any board or committee of any organizational unit of IEEE (other than the Board of Directors, and any other board or committee reporting directly to the Board of Directors) with the exception of standards-developing committees of the IEEE Standards Association, may be taken without a meeting if a majority consent, which sets forth the action, is signed, or acknowledged via e-mail by a majority of all the voting members of the board or committee, as the case may be. If written, the consent must be executed by the member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the board or committee member. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.

For standards-developing committees within the IEEE Standards Association, unless a more restrictive requirement is specified in the governing documents of the committee, majority consent of those participating provided a majority of the voting members on the committee respond, shall be required to approve an action taken without a meeting. The consent, which sets forth the action, shall be signed, or acknowledged via e-mail. If written, the consent must be executed by the member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the board or committee member. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.

- 6) Matters for which the Board of Directors has delegated responsibility to an organizational unit pursuant to these Bylaws shall not be implemented until approval by the governing body of the organizational unit and subsequent review and approval by the Board of Directors. After approval by the governing body of the organizational unit, the matter shall be submitted to appropriate staff, as designated by the IEEE Executive Director, who shall oversee the process for obtaining approval by the Board of Directors and who shall also review and recommend any related changes to operations manuals or other documents for clarity, completeness, and conformance with the other governing documents of IEEE. Each such matter shall be distributed to the Board of Directors, but no later than 30 November of each calendar year. If no objections are raised by any of the Directors within 30 calendar days after distribution, the Directors shall be so notified, the matter may be implemented by the applicable organizational unit, and the matter shall be included on the consent agenda of the next regular meeting of the Board of Directors. If an objection is raised by one or more Directors during such 30 calendar day period, the matter shall not be implemented and, unless earlier resolved by resubmission of the matter to the Board of Directors in accordance with the foregoing procedure, or withdrawal of the matter, the matter shall be included on the action agenda of the next regular meeting of the Board of Directors.
5. Quorum. A majority of the voting members of the Board of Directors, a Major Board or any committee of either thereof shall constitute a quorum. A Major Board or committee may establish more restrictive quorum requirements, which shall be specified in its Operations Manual, and shall be reported to the IEEE Board of Directors.
6. Voting. Individuals holding more than one position on the Board of Directors, a Committee of the Board, a Committee of IEEE, including a Major Board, and any other board or committee of any organizational unit of IEEE, shall be limited to one vote on each matter being considered by such board or committee.

I-301. Board of Directors

1. How Constituted. The Board of Directors shall consist of the following 31 Directors: the President, the President-Elect, the Past President, all of whom shall be elected by the eligible voting members of IEEE; the Vice President - Technical Activities, who shall be elected by the eligible voting members of IEEE who are also members of at least one Society; the IEEE-USA President, who shall be elected by the eligible voting members of Regions 1-6; the President IEEE SA, who shall be elected by the eligible voting members of IEEE who are also members of the Standards Association;

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ten Region Directors, who shall be elected by the eligible voting members of each respective Region; ten Division Directors, who shall be elected by the eligible voting members belonging to one or more society within each respective Division; the Vice Presidents for Educational Activities, Member and Geographic Activities and Publication Services and Products, the Secretary and the Treasurer, all of whom shall be elected by the Assembly.

In such years as the Assembly shall elect one individual to hold the offices of Secretary and Treasurer, the number of members of the Board of Directors shall be reduced by one.

The entire Board shall consist of the total number of voting Directors, without vacancies. All Directors shall be of Fellow or Senior Member grade.

2. Directors-at-Large. The Directors elected by the Assembly, the Vice President - Technical Activities, the IEEE SA President, and the IEEE-USA President shall have Director-at-large status.
3. Meetings. The annual meeting of the Board of Directors, required by the Constitution shall be the last regularly scheduled meeting in each fiscal year of IEEE. The annual meeting of the Assembly shall be held in conjunction with the annual meeting of the Board of Directors which shall be scheduled at the same place. Notices of the Assembly annual meeting shall be distributed at the same time that notices are mailed for the annual meeting of the Board of Directors.
4. Approval of Meeting Schedule. The total number of regular meetings during the year normally shall be three. Locations and dates for approved meetings shall be in accordance with the criteria set forth in the IEEE Policies. Once scheduled, a meeting date or location may be altered or canceled only for sufficient cause by majority vote at a regularly constituted meeting of the Board of Directors or by consent of a majority of all Directors secured by or transmitted to the IEEE Secretary, not less than 20 calendar days before the original date or the new date set for the meeting, whichever is earlier. Notice of such approved change shall be mailed to all Directors not less than ten calendar days before the original or the new date of said scheduled meeting, whichever is earlier.
5. Notice of Meetings. Special meetings shall be held upon notice to each Director at the call of the President, or Vice President(s), or by any five voting Directors. Notice of any meeting shall state the place, date and hour of the meeting, and unless it is a regularly scheduled meeting under Section 4 hereof, indicate that it is being issued by or at the direction of the person or persons calling the meeting, and unless it is a regularly scheduled meeting under Section 4 hereof, specify the business which will be transacted at the meeting. The notice shall be given personally or by electronic mail not less than five calendar days before the date of the meeting, or by mail not less than ten calendar days before the date of the meeting. For special meetings to be held by conference telephone, electronic conferencing, electronic video screen, or similar communications equipment, notice shall be sent to all Directors via telephone, electronic mail, facsimile, or recognized courier service, not less than 48 hours before the time set for the special meeting. If sent by mail such notice shall be deemed to be given when deposited in the United States mail, with first class postage prepaid, directed to the Director at his/her last known address. Notice of any adjourned meeting of the Board, specifying the time and place of the next meeting, shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

6. Waiver of Meeting Notice. Notice of a meeting need not be given to any Director who submits a written or electronic waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her. Waiver of notice need not specify the purpose of any regular or special meeting of the Board. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.
7. Meeting Documentation. Any documents and materials required to be sent to Directors pursuant to provisions of the Constitution and these Bylaws in connection with a meeting or otherwise shall be sent by such routings as shall ensure prompt delivery.
8. Electronic Participation in Special Meetings of the Board. One or more members of the Board who is not physically present at a special meeting of the Board may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.
9. Action of the Board by Unanimous Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by each Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.
10. Minutes of Meetings. Minutes of all meetings of the Board of Directors shall be distributed to all Directors. In the absence of extenuating circumstances, minutes of all meetings of the Board of Directors shall be distributed within 45 calendar days of the meeting.
11. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Directors for the purpose of attending meetings of the Board of Directors or otherwise in the performance of their duties, and for Directors-Elect when invited to attend a meeting of the Board of Directors as observers.

No Corporate Officer or Director shall be interested, within the meaning of the New York Not-for-Profit Corporation Law, directly or indirectly, in any contract relating to the operations of IEEE, nor in any contract for furnishing supplies thereto, unless authorized by the Bylaws or by the concurring vote of two-thirds of the Directors present at a duly constituted meeting, provided that no sitting member of the Audit Committee may be considered for or receive any contract during his/her term of service on the Audit Committee.

No Corporate Officer or Director may participate in deliberation or voting with respect to his/her potential related party transaction as defined by the New York Not-for-Profit Corporation Law, and is required to disclose to the Board in good faith all facts related to his/her interest. The Board shall only authorize such contract after making a determination that is fair, reasonable and in the best interest of IEEE at the time of such determination.

12. Vacancies.

- 1) The incumbent President-Elect shall assume the duties of the President should the Presidential office become vacated, thereby vacating the office of President-Elect. Having served the remainder of the Presidential term, and the term to which he/she had been elected, the President shall serve as Past President. The Past President who is in office when the vacancy in the office of the President occurs shall serve one additional year.
- 2) The next most recently retired Past President available to serve shall fill a vacancy occurring in the office of Past President.
- 3) Should a vacancy occur in the office of the President-Elect or the President-Elect-Elect, the Assembly shall fill the vacancy. The individual assuming the office of President-Elect shall complete the remainder of the three-year term in the consecutive positions of President-Elect, President, and Past President.
- 4) In the event that a candidate for President-Elect becomes incapacitated and subsequently wins the election, the vacancy shall be filled by the Assembly.
- 5) An individual elected to fill an unexpired term of a corporate office that normally is filled by a Delegate-at-large does not become a Delegate-at-large unless already a Delegate-at-large or unless confirmed as such at the next general election.
- 6) The incumbent Region or Division Delegate-Elect/ Director-Elect shall assume the duties of the respective Region or Division Delegate/Director should that office become vacated, thereby vacating the office of Region or Division Delegate-Elect/Director-Elect. The person assuming such vacated office of Region or Division Delegate-Elect/Director-Elect shall complete the remainder of the term of the office that was vacated, followed by the term to which that person was elected to be Region or Division Delegate/Director. A vacancy shall occur in the office of Division Delegate at such time as the incumbent ceases to maintain membership in at least one Society in the Division that elected such Delegate. A vacancy shall occur in the office of Region Delegate at such time as the incumbent ceases to reside in the Region that elected that Delegate.
- 7) The Assembly shall fill other vacancies occurring in the Board of Directors or among the Corporate Officers for a period not to exceed the unexpired term of the office becoming vacant, provided that, if a vacancy shall occur in the office of a Region or Division Director, for which there is no provision in these Bylaws for a Delegate-Elect/Director-Elect who shall automatically assume the office of Delegate/Director, then the Region or Division that elected such Director shall have the right to elect a Director to serve the remainder of such term. If such Region or Division shall fail to elect a Director within six months after notice of such vacancy, the vacancy may be filled by the Assembly even if, by reason of such election, the number of Directors elected by the voting members shall be less than 60% of the total number

of Directors, provided, however, that any such Director elected by the Assembly, as opposed to the voting member, shall not be a Delegate.

- 8) Major Board Operations Manuals shall specify detailed methods by which vacancies in the offices of Director or Director-Elect shall be filled. A Director-Elect may fill the unexpired term without a further election. Vacancies in the office of Director-Elect shall be filled by a membership election. In the event that an organizational unit fails to elect a Director-Elect or fill the Director vacancy within six months, the vacancy shall be filled by the Assembly.
- 9) For any circumstances that have not been foreseen in these Bylaw provisions, the Assembly shall fill such a vacancy.
13. IEEE President's Award. The IEEE President, with the consent of the Board of Directors, may name individuals to receive the IEEE President's Award. Normally, no more than two awards will be bestowed in any given year. This recognition may be given to individuals, not necessarily members of IEEE, whose careers have exhibited distinguished leadership and contributions to the public. To those recipients not already members of IEEE, this recognition shall carry an entitlement of the privileges of IEEE except the right to vote and hold office therein.

I-302. Corporate Officers and Duties, Annual Report of the Secretary

1. How Constituted. The Corporate Officers of IEEE shall be the President, the President-Elect, the IEEE-USA President, the Vice President - Technical Activities, and the Corporate Officers elected by the Assembly as defined in Bylaw I-203.1.
2. Incapacity of the President. An incapacity of the President that does not constitute a vacancy of office shall be determined by the Board of Directors. In addition, the President may declare a condition of incapacity and the duration thereof by written communication to the Secretary.

During such incapacity of the President, the President-Elect or, if the President-Elect is unavailable or incapacitated, such person as designated by the Board of Directors shall assume the Presidential duties.

3. Duties of the IEEE Secretary and Assistant Secretary.
 - A. Annual Report of the Secretary. In addition to the duties specified in the Constitution, the Secretary shall prepare an Annual Report on membership, meetings, and IEEE activities to be submitted to the Board of Directors.
 - B. Assistant Secretary. The IEEE Board of Directors shall appoint a member of the staff to act as Assistant Secretary. If the IEEE Executive Director is not serving as the Assistant Secretary, the IEEE Executive Director shall recommend another member of the staff, for appointment by the Board of Directors.

The Assistant Secretary shall have such powers and duties as the Secretary may assign. If the Secretary is absent, disqualified from acting, unable to act or refuses to act, the Assistant Secretary shall have the powers of, and perform the duties of, the office of the Secretary exclusive of his/her role and responsibilities as an IEEE Director.

4. Duties of the IEEE Treasurer and Assistant Treasurer.

- A. Treasurer's Report. In addition to the duties specified in the Constitution, the Treasurer shall make a report to the Board of Directors semiannually concerning the status of IEEE investments.
- B. Assistant Treasurer. The IEEE Board of Directors shall appoint a member of the staff, as recommended by the IEEE Executive Director, to act as the Assistant Treasurer.

The Assistant Treasurer shall have such powers and duties as the Treasurer may assign. If the Treasurer is absent, disqualified from acting, unable to act or refuses to act, the Assistant Treasurer shall have the powers of, and perform the duties of, the office of the Treasurer exclusive of his/her role and responsibilities as an IEEE Director.

- 5. Vacancies. A vacancy among the Corporate offices and the duration thereof shall be determined by the Board of Directors. Any vacancy in the Corporate offices shall be filled as provided in Bylaw I-301.12.
- 6. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for the Corporate Officers, incurred in the performance of their IEEE duties over and above their duties as Delegates and Directors.

I-303. Major Boards

- 1. Appointment by Board of Directors. The activities of IEEE shall be conducted wherever possible through voluntarily associated groups of members organized by (1) geographic area (i.e., Sections, etc.) and (2) field of interest (i.e., Societies). To provide for activities of IEEE not adequately fulfilled by the voluntarily associated groups, committees of members shall be appointed by the Board of Directors. Those committees, known as Committees of the Board of Directors and Committees of IEEE are as listed in Bylaws I-304 and I-305. The Major Boards are deemed to be a form of Committees of IEEE. Any voting members of the Major Boards and Committees appointed by any body, other than the IEEE Board of Directors, as specified in these Bylaws, shall be annually submitted to the IEEE Board of Directors for affirmation.
- 2. Major Boards. The IEEE Board of Directors establishes the following Major Boards:

IEEE Educational Activities Board (EAB)

IEEE Member and Geographic Activities Board (MGAB)

IEEE Publication Services and Products Board (PSPB)

IEEE Standards Association (IEEE SA)

IEEE Technical Activities Board (TAB)

IEEE United States of America (IEEE-USA)

These organizational units shall implement programs intended to serve and benefit IEEE members, the engineering and scientific community, and the general public. Programs of Major Boards that have a close relationship to the missions of other Major Boards shall be coordinated with those organizational units. The Board of Directors shall approve the charters, objectives, and mission statements of each such Major Board.

Major Boards and their organizational units may organize and sponsor meetings, seminars, symposia, conferences, and other programs on matters related to the interests of the units, within their technical and geographical boundaries.

Major Boards and their organizational units may authorize newsletters, periodicals, magazines, proceedings, and other publications as it may deem necessary for effectively disseminating and publicizing their activities. In so doing, it shall administer the policies and standards set by the Publication Services and Products Board as they relate to publications.

Each Major Board shall be appointed a Staff Secretary who shall be a member of IEEE staff as designated by the IEEE Executive Director.

3. Educational Activities Board (EAB). The IEEE Educational Activities Board shall recommend to the Board of Directors policies on educational matters and implement programs specifically intended to serve and benefit IEEE members in educational pursuits, the engineering and scientific community, and the general public. These programs shall include the broad planning of educational activities of IEEE, the development and delivery of continuing education products and activities, the development of guidelines for IEEE representatives to accreditation bodies, the monitoring of accreditation activities, the coordination of pre-university programs, and the representation of IEEE in matters regarding engineering education. The EAB shall be the IEEE interface in education-related matters with external bodies. The EAB shall provide oversight and report to the IEEE Board of Directors on IEEE-Eta Kappa Nu (IEEE-HKN) and its activities.

EAB shall be responsible for administration of the annual assessment paid to ABET, Inc.

EAB Membership. The Educational Activities Board shall consist of up to 16 members, including the Chair, who shall be the Vice President - Educational Activities; the immediate Past Vice President - Educational Activities; two members having strong interest in engineering education from Technical Activities, jointly appointed by the Vice President - Technical Activities and the Vice President - Educational Activities; two members having strong interest in engineering education from Member and Geographic Activities, one from Regions 1 - 6, and one from Regions 7 - 10, jointly appointed by the Vice President - Member and Geographic Activities and the Vice President - Educational Activities; one member from the Standards Association, jointly appointed by the President, Standards Association and the Vice President - Educational Activities; Chair of the IEEE-HKN Board of Governors; the EAB Treasurer; and the Chairs of the following EAB committees: University Resources, Nominations and Appointments, Awards and Recognition, Pre-University Education Coordinating, Section Education Outreach, and Continuing Education, all of whom shall be appointed by the Chair of the EAB and affirmed by a majority of EAB; and the Staff Secretary who shall serve without vote.

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The members of each EAB Committee shall be approved by the Educational Activities Board. Up to two non-members of IEEE may be appointed as voting members on each of the following EAB Committees: Pre-University Education Coordinating; EPICS in IEEE; and Continuing Education. The Chair of each EAB Committee shall be an IEEE Member.

4. Publication Services and Products Board (PSPB). The IEEE Publication Services and Products Board shall report to the Board of Directors and shall be responsible for formulating and recommending information-related, published services and products policies to the Board of Directors, establishing and maintaining standards and procedures for IEEE information dissemination, recommending policies and best practices as they relate to the IEEE website, and otherwise coordinating and assisting those activities of IEEE and its various organizational units. It is expected that IEEE organizational units will fulfill their obligations for their services and products. Once approved by the Board of Directors, these procedures become part of the policy and procedures of IEEE. Other organizational units shall be responsible for administering those policies set by PSPB as they relate to the publications, services and products for which they are responsible.
 - a) IEEE shall provide services and products which disseminate information on technical, scientific, professional, and newsworthy topics of interest to members, the engineering and scientific community, and the general public.
 - b) IEEE shall publish a magazine entitled IEEE SPECTRUM, which contains technical and scientific articles of general interest to the entire membership.
 - c) IEEE shall publish a newspaper entitled THE INSTITUTE, which contains news of current events in IEEE itself, the industry, and the engineering and scientific community.
 - d) IEEE SPECTRUM and THE INSTITUTE shall be distributed to all Honorary Members, Fellows, Senior Members, Members, Associate Members, Graduate Student Members, and Student Members.

PSPB Membership. The Publication Services and Products Board shall consist of not more than 29 members, which shall include the Vice President – Publication Services and Products, who shall serve as Chair; nine Members-at-large appointed by the IEEE Board of Directors for three-year staggered terms, for which PSPB shall recommend nominees; one IEEE Young Professional, member appointed by the Chair for a one-year term; the Editors-in-Chief of IEEE Press, Proceedings, and Potentials; one member from each of the Spectrum and Institute Advisory Boards; one current or past member of the Computer Society Board of Governors, appointed by that Board; one member appointed by each of the other Major Boards; the Chairs of the PSPB Committees and other appointments, as specified in the PSPB Operations Manual; and the Staff Secretary, who shall serve without vote.

5. Member and Geographic Activities Board (MGAB). The IEEE Member and Geographic Activities Board shall be responsible to the Board of Directors and shall serve the needs of the members of IEEE by maintaining, enhancing, and supporting the geographical organizational units of IEEE. MGAB shall be responsible for IEEE membership and member development. Membership includes recruitment, administration of admissions, retention, elevation, and service, as well as related operational and budget issues. Member development includes member value development, new member programs and services and support for members' careers, in collaboration with other IEEE Organizational Units.

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MGAB Membership. The Member and Geographic Activities Board shall consist of not more than 22 members including the Vice President - Member and Geographic Activities who shall be Chair; the Vice President-Elect, who shall be Chair-Elect; the immediate Past Chair; the MGAB Treasurer, who shall be selected by the MGA Assembly; the ten Region Directors; three Vice Chairs who shall be specified in the MGA Operations Manual, and who shall be selected by the MGA Assembly; representatives of zones as specified in the MGA Operations Manual; and the Staff Secretary, who shall serve without vote. Members of MGAB shall be of Fellow or Senior Member grade.

Individuals holding more than one position on MGAB shall be limited to one vote.

With the exception of MGA Committees related to Student activities, in which the MGA Board has determined that a Student Member may serve as Chair, the Chair of each MGA Committee shall be an IEEE voting member.

Up to four non-members of IEEE may be appointed as voting members of the Member Benefits Portfolio Advisory Committee.

6. Standards Association (IEEE SA). The IEEE Standards Association shall be responsible to the Board of Directors for standards programs that enhance the strategic initiatives of IEEE. The IEEE SA shall establish, coordinate, develop, approve, and revise IEEE standards and conduct other standards-related activities in fields of interest to IEEE. The IEEE SA shall be the IEEE interface in standards-related matters with external bodies. The IEEE SA Board of Governors shall be the governing body of the Standards Association, and it shall reflect the technical and global standards interests of IEEE.

IEEE SA Board of Governors (IEEE SA BOG) Membership. The IEEE SA BOG shall consist of not more than 14 voting members who shall be the IEEE SA President, who shall be elected for a two-year term by the eligible voting members of IEEE who are also members of the Standards Association; the IEEE SA President-Elect or the most recent IEEE SA Past President willing to serve; the Chair of the Standards Board, who shall be appointed by the IEEE SA BOG; the most recent Past Chair of the Standards Board willing to serve; the Chair of the IEEE SA Entity Collaborative Activities Governance Board (CAG), who shall be appointed for a two-year term by the IEEE SA BOG; the IEEE SA Treasurer, who shall be appointed for a two-year term by the IEEE SA President; eight Members-at-large, four of whom shall be elected by the eligible voting members of the Standards Association and four of whom shall be appointed by the IEEE SA BOG, as specified in the IEEE Standards Association Operations Manual. The Staff Secretary shall serve as a member without vote. The IEEE SA Past President shall serve as a voting member of the IEEE SA BOG in which years there is no IEEE SA President-Elect.

All voting members of the IEEE SA BOG shall be of Member, Senior Member, or Fellow grade, and shall have membership in the IEEE SA, as specified in the IEEE Standards Association Operations Manual.

Subject to confirmation by the IEEE SA BOG, the IEEE SA President may appoint up to six non-voting individuals to the IEEE SA BOG for a one-year term to facilitate its work. These individuals shall be members of IEEE SA and should represent a specifically needed skill or experience not found in the current BOG membership. Subject to Bylaw I-304.5, all individuals shall be appointed on an annual basis.

7. IEEE Technical Activities Board (TAB). The IEEE Technical Activities Board shall be responsible to the Board of Directors for directing the advancement of the theory and practice, of electrical, electronics, communications and computer engineering, as well as computer science, and the allied branches of engineering and the related arts and sciences and technologies, and their application for the benefit of IEEE members worldwide and for the general public.

TAB shall encourage and support its Societies, Councils, and Committees to develop and deliver to their global customers appropriate and timely intellectual property products, in either printed or electronic form, or through meetings on current or emerging technologies.

TAB Membership. The Technical Activities Board shall consist of the Chair, who shall be the Vice President - Technical Activities; the immediate Past Chair; the Vice Chair, who shall be the TAB Vice President-Elect; the Society Presidents; the Technical Council Presidents; the ten Division Delegate/Directors; the TAB Treasurer; the Chair of the TAB Periodicals Committee; the Chair of the TAB/PSPB Products and Services Committee; and the Chair of the IEEE Conferences Committee. The TAB Assistant Treasurer and the Staff Secretary shall be non-voting members of TAB.

The Vice President – Technical Activities shall be elected by the eligible voting members of the IEEE who are also members of at least one society. The Society Presidents shall be elected or appointed in accordance with the bylaws of each respective Society. The Technical Council Presidents shall be appointed by the Board of Governors of each respective Council. The ten Division Delegate/Directors shall be elected in accordance with the IEEE Bylaw I-307. The TAB Assistant Treasurer shall be appointed by the Vice Chair, for a one-year term, to coincide with the final year of service of the TAB Treasurer, and shall become the TAB Treasurer upon completion of the term as Assistant Treasurer. The TAB Treasurer shall serve a two-year term, with reappointment permissible for up to a maximum of six years. The Chair of the TAB Periodicals Committee shall be appointed by TAB for a two-year term. The Chair of the TAB/PSPB Products & Services Committee shall be appointed jointly by TAB and PSPB for a two-year term, with reappointment permissible for up to a maximum of four years.

The Vice President - Technical Activities shall be ineligible to serve a second full term.

8. IEEE United States of America (IEEE-USA). The IEEE United States of America shall be responsible to the Board of Directors and shall recommend policies and implement programs specifically intended to serve and benefit the members, engineering professionals, and general public in the United States. IEEE-USA shall be the organizational unit that represents the professional interests of IEEE before U.S. governmental bodies. It shall also be responsible for coordinating and reporting, under federal disclosure laws, all official communications with government.

IEEE-USA Board Membership. The IEEE-USA Board of Directors shall consist of not more than 16 members, which shall include the IEEE-USA President, who shall be Chair; the IEEE-USA President-Elect; the IEEE-USA Past President; the Directors for Regions in the United States; one member from Technical Activities, who shall be a sitting or past Director or Director-Elect and appointed by the Vice President – Technical Activities with the concurrence of the IEEE-USA President; one U.S. IEEE Early Career Representative, three IEEE-USA Vice Presidents and the Treasurer all of whom shall be appointed by the IEEE-USA Assembly; and the Staff Secretary who shall serve without vote.

Members of the IEEE-USA Board of Directors shall be of Senior or Fellow Member grade, with the exception of the IEEE Early Career Representative, who shall be an IEEE US Member at the

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Graduate Student Member Grade or higher who has graduated with a first professional degree within the past 15 years.

The IEEE-USA President shall be ineligible to serve a second full term.

9. Major Board Operating Procedures. Each Major Board shall adopt operating procedures that are responsive to the needs of such Major Board for the purpose of governing its operations and administration. These operating procedures shall be maintained in an Operations Manual and shall conform to and not conflict with the IEEE governance documents described in Bylaw I-300. The Operations Manuals or any amendments to its procedures shall not be adopted until such Operations Manuals or any amendments have been submitted to and reviewed by the IEEE Governance Committee. The minimum required information to be contained in the Major Board Operations Manuals shall be specified in the IEEE Policies.

I-304. Committees of the Board, Committees of IEEE and Additional Boards and Ad Hoc Committees

1. Committees of the Board of Directors. The Board of Directors by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more Directors, and each of which, to the extent provided in the resolution or amendment to these bylaws, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:
 - a) The submission to members of any action requiring members' approval.
 - b) The filling of vacancies in the Board of Directors or in any Committee.
 - c) The amendment or repeal of these bylaws or the adoption of new bylaws.

The following Committees of the Board, with a scope and mission statement approved by the Board of Directors, shall be established by and report to the Board of Directors:

Audit Committee

Executive Performance and Compensation Committee

Employee Benefits and Compensation Committee (on certain matters specified in its charter)

The following Committees of IEEE, each with a scope and mission statement approved by the Board of Directors, shall be established by and shall report to the Board of Directors and shall have no authority to bind the Board:

Awards Board

Diversity and Inclusion Committee

Election Oversight Committee

Ethics and Member Conduct Committee

European Public Policy Committee

Fellow Committee

Finance Committee

Global Public Policy Committee

Governance Committee

History Committee

Humanitarian Technologies Board

Industry Engagement Committee

Investment Committee

New Initiatives Committee

Nominations and Appointments Committee

Organizational Unit Alignment Committee

Public Visibility Committee

Strategy and Alignment Committee

Tellers Committee

For purposes of I-304 and I-305, the term “Committees” refers to both Committees of the Board of Directors and Committees of IEEE.

2. Appointment of Committee Chairs, Members, and Staff Secretaries.

- a) Unless specified otherwise in a governing document approved by the Board of Directors, the chairs and members of the Committees shall be appointed by the Board of Directors. In accordance with IEEE Bylaw I-303.1, the voting members of the Committees appointed by individuals or committees, other than the IEEE Board of Directors, as specified in these Bylaws, shall be annually submitted to the IEEE Board of Directors for affirmation.
- b) Where the governing documents approved by the Board of Directors provide for member appointments to Committees and Boards by bodies other than the Board of Directors, such appointments shall be made by the respective appointing bodies in consultation with the respective Chairs of such Committees and Boards.

- c) The following Committees shall have at least one member who obtained his or her first collegiate degree within the last fifteen years at the time of appointment and who is at Graduate Student Member, Member grade or higher:

Ethics and Member Conduct Committee

European Public Policy Committee

History Committee

Industry Engagement Committee

Nominations and Appointments Committee

Tellers Committee

- d) Staff secretaries shall be designated by the IEEE Executive Director, when appropriate, to assist the committees in their work.
3. Subcommittees. Each Board and Committee shall have the right to create subcommittees of its own selection. Voting members of all Boards, Committees, and subcommittees thereof shall be members of IEEE and must be of Graduate Student Member, Member, Senior Member or Fellow grade, unless specified otherwise in these Bylaws. Qualified individuals, who need not be members of IEEE, may be appointed to serve as non-voting consultants to make their expertise available to these bodies. The term of appointment and duration of service for such consultants shall conform to the requirements of this Bylaw and I-304.5. Where the Bylaws provide for liaison appointments to Committees and Boards, such appointments shall be made by the respective appointing authorities in consultation with the respective Chairs of the Committees or Boards, subject to ratification by the Board of Directors at its next meeting.
4. Term of Appointment. Unless specified otherwise, the term of appointment for members, including the Chair and any other officers of the Boards and Committees listed in Bylaw I-304 and I-303, shall be for the calendar year of appointment. However, acceptance of appointment will carry with it the understanding that a member would normally be re-appointed annually to serve for no more than three consecutive years.
5. Duration of Service. Unless specified otherwise, the consecutive period of service of any member of any Board or Committee listed in Bylaw I-305 shall not extend beyond three years, except that a Chair or Past Chair may serve one additional year. The limitations of tenure may be waived in individual cases for reasons deemed by the Board of Directors to be in the best interests of IEEE.
6. Distribution of Appointments. Unless specified otherwise, appointments shall normally be distributed so as to avoid the termination of more than about one-third of the membership of any Board or Committee in any calendar year.
7. Additional Appointments. Additional appointments with the approval of the Board of Directors may be made to any Board or Committee to fill vacancies or to care for special cases as the need arises, but such appointments shall expire with the expiration of the calendar year.

8. Committee Operations Manual. The functions, scopes, and responsibilities of each Committee, together with rules for operation and guidance, as recommended by the Committee, shall be compiled by the IEEE Executive Director for the approval of the Board of Directors and contained in a document titled "Committee Operations Manual." Following appointment, each new member of a Committee shall be provided with a copy of the applicable Manual.
9. Involvement with Outside Organizations. In support of IEEE purposes and objectives, there may be both ad hoc and continuing working arrangements with other not-for-profit organizations that may be of a local, national, or international nature. The Board of Directors shall be responsible for establishing policies, procedures, and guidelines for the conduct of such arrangements (see IEEE Policies, Section 5). The Board of Directors may authorize the IEEE Executive Director or other specified IEEE organizational units to take all necessary actions to support such arrangements. These delegations of authority generally shall be to the highest level within the IEEE organizational structure consistent with the nature of the outside organization and the joint programs. Such IEEE representatives or delegates shall vote in these bodies as instructed by the Board of Directors when a position has been taken by the Board of Directors.
10. Ad Hoc Committees of the Board of Directors. An Ad Hoc Committee of the Board of Directors may be appointed from time to time by the Board of Directors, the President, or President-Elect to address a specific issue or activity that is not appropriate to be addressed by an ongoing Committee of IEEE.

The scope, membership, source of funding, and expected duration of each such Ad Hoc Committee shall be specified at the time of appointment. If the President or the President-Elect appoints an Ad Hoc Committee, notification of the formation shall be provided to the Board of Directors within seven business days, including the above Ad Hoc Committee elements.

An Ad Hoc Committee may be appointed to provide expert advice to the IEEE Board of Directors on a particular subject. When specialized expertise is required, non-members of IEEE shall be eligible for appointment as voting members of an Ad Hoc Committee.

The activities of an Ad Hoc Committee are expected to be completed by the end of the calendar year of the Committee's formation, at which time the Ad Hoc Committee shall terminate. Ad Hoc Committee term extensions in increments of one calendar year or less may be made by the appointing body, the President, or President-Elect, as applicable.

I-305. Functions and Membership of the Committees

1. Audit Committee. The Audit Committee shall be comprised solely of independent directors as such term is defined by the New York Not-for-Profit Law. It shall be appointed by and responsible to the Board of Directors with respect to matters involving the accounting, auditing, financial reporting, risk management, regulatory and compliance, and internal control functions of IEEE. It shall review policies and procedures which substantially impact the financial operations of IEEE, monitor conformance thereto, and recommend such changes as it considers desirable.

Membership. The Audit Committee shall consist of not fewer than three nor more than five voting members, and the Immediate Past Chair who shall serve as an ex officio member without vote. Members shall be chosen from those who will be serving the first year of a two-year term on the Board of Directors, none of whom shall be a corporate officer. All members of the Audit

Committee must be financially literate and one such member shall be a Financial Expert selected considering the definitions and attributes enumerated in the Audit Committee Charter as it may be revised from time to time. Members shall be appointed for two-year staggered terms. If there is an insufficient number of qualified candidates for Committee membership available from the first year Board members, the Board of Directors may appoint a second year Board member for a one-year term.

The Board of Directors shall appoint the Chair, normally from those who will be serving the second year of their term on the Committee.

2. Awards Board. The Awards Board shall be responsible to the Board of Directors for administering the awards specified in the IEEE Policies; for monitoring all other awards, scholarships, and formal recognitions excluding Fellow grade elevations; for recommending candidates for IEEE Honorary Membership; and for developing an awards structure for recognizing excellence in activities within the fields of interest to IEEE. The Awards Board shall recommend policies to the IEEE Board of Directors for awards, scholarships, and formal recognitions of IEEE other than Fellow awards, under its administrative purview. It may delegate to the appropriate body responsibility for administration, selection of candidates, and presentation of all awards, other than those listed in IEEE Policies.

Membership. The Awards Board shall consist of not more than 21 members who shall be the Chair and Vice Chair, appointed by the Board of Directors; the Past Chair; Treasurer and Chairs of the Medals Council, Technical Field Awards Council, Recognitions Council, Presentation and Publicity Committee, Awards Policy and Portfolio Review Committee and Joint Awards with National Societies Committee, all of whom shall be appointed by the outgoing Awards Board; six Members-at-large, four of whom shall be appointed by the Board of Directors, one Division Delegate/Director and one Region Delegate/Director who shall be appointed by their respective Vice Presidents, and whom shall be the only members of the Awards Board who are also members of the Board of Directors; the Chairs of the Awards and Recognition Committees of EAB, MGAB, IEEE SA, TAB and IEEE-USA, all of whom shall be appointed by their respective Vice Presidents.

3. Diversity and Inclusion Committee. The Committee shall assist the Board of Directors in support of IEEE's commitment to advancing diversity in the technical profession, and to promoting an inclusive and equitable culture that welcomes, engages, and rewards all who contribute to the field, without regard to race, religion, gender, disability, age, national origin, sexual orientation, gender identity, or gender expression.

Membership. The Diversity and Inclusion Committee shall consist of 11 members including the Chair, appointed by the IEEE Board, as recommended by the IEEE Nominations and Appointments Committee; a Vice Chair selected from the current members of the Committee; two Members-at-Large, appointed by the IEEE Board, as recommended by the IEEE Nominations and Appointments Committee; and one member appointed by each of the Chairs of the Major Boards (EAB, IEEE SA BOG, IEEE-USAB, MGAB, PSPB, and TAB) and the Awards Board. The IEEE Executive Director shall serve as a non-voting member. The Chair shall serve a one-year term, with reappointment permissible for an additional one-year term. The Vice Chair shall serve a one-year term and the Members-at-Large and other appointees shall serve two-year staggered terms, with re-appointment permissible for one additional two-year term. The Chair shall work with the Major Board Chairs to ensure their appointees reflect the diverse, global nature of IEEE's membership and activities.

4. Election Oversight Committee. The Election Oversight Committee shall be appointed by and be responsible to the IEEE Board of Directors as a Committee of the Corporation and shall assist the IEEE in adjudicating election-related matters in the IEEE Annual Election and all other IEEE elections. The Committee shall develop, maintain, and moderate the official Constitutional Amendment discussion forum, and assist forum participants in reaching consensus on statements for placement on the ballot. It shall provide advice and guidance on electioneering related matters and recommend appropriate changes to electioneering procedures.

Membership. The Election Oversight Committee shall consist of at least seven and up to thirteen members, including a Chair and a Vice-Chair. At least five members shall have been previously elected using the IEEE Annual Election ballot system. At least one member shall be a current or past member of the IEEE Tellers Committee. At least one member shall be a past member of the IEEE Nominations and Appointments Committee. Members of the IEEE Board of Directors, IEEE Directors-Elect, and individuals who are on the ballot or petitioning to be on the ballot of the current or following year's IEEE Annual Election are ineligible to serve. Individuals who have initiated a Constitutional Amendment petition for the current or following year's IEEE Annual Election are also ineligible to serve. Members shall be appointed for three-year staggered terms with reappointment permissible. The Chair and Vice-Chair shall be selected from among the members and appointed for a one-year term. The Chair should have at least one year prior service on the Committee. Members may serve up to six consecutive years and may not be reappointed to the Committee after a consecutive six years of service without a two-year break. During service on the Election Oversight Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.

5. Employee Benefits and Compensation Committee. The IEEE Employee Benefits and Compensation Committee shall report to the IEEE Board of Directors. It shall review and recommend for approval to the IEEE Board of Directors compensation guidelines, benefits whose costs are budgeted, and related matters, including philosophy, policies, programs, long-term planning, and financial considerations for IEEE employees. The Committee shall also provide guidance to IEEE in its role as Administrator for all employee benefit plans of IEEE governed by the Employee Retirement Income Security Act of 1974 (ERISA). To ensure relative market reasonableness, the Committee shall review and approve the employee benefits and compensation provided to disqualified persons , with the exception of the IEEE Executive Director, as specified in the Committee Charter. The Committee shall also review and provide a report to the IEEE Board of Director, annually of individuals whose compensation is reported on the annual IRS Form 990. The Executive Performance and Compensation Committee shall oversee all matters related to the compensation and benefits provided to the IEEE Executive Director as defined in these Bylaws.

Membership. The IEEE Employee Benefits and Compensation Committee shall be appointed by the IEEE Board of Directors and shall consist of at least six members, who shall serve three-year staggered terms, which may include up to two Members-at-large who may be non-members of IEEE. At least three members of the committee shall be sitting members of the IEEE Board of Directors. Individuals may be re-appointed to serve one additional term. The Chair shall be an IEEE member, shall serve a one-year term, and shall normally be serving in their second or subsequent year on the EBCC. Officers or other individuals restricted from service on the IEEE Employee Benefits and Compensation Committee shall be specified in the IEEE Employee Benefits and Compensation Committee Charter. Non-members of IEEE who are eligible for appointment as

voting members shall be professionals in the field of human resources, compensation, regulatory compliance, employee relations, organizational development, and/or employee benefits and wellness.

6. Ethics and Member Conduct Committee. The Ethics and Member Conduct Committee shall make recommendations for policies and/or educational programs to promote the ethical behavior of members, non-members, and staff, and shall consider instituting proceedings, as defined in IEEE Bylaws I-110 and I-111, related to matters of member discipline and member requests for support.

The Committee shall be responsible for determining or recommending sanctions, as defined in IEEE Bylaw I-110, and other disciplinary actions against members found to have been responsible for misconduct. For non-members found to have been responsible for misconduct while participating in an IEEE activity, the Committee shall be responsible for determining disciplinary actions.

Neither the Ethics and Member Conduct Committee nor any of its members shall solicit or otherwise invite complaints, nor shall they provide advice to individuals regarding complaints, except they may provide information on the IEEE process for reporting misconduct.

Membership. The IEEE Ethics and Member Conduct Committee (EMCC) shall consist of not more than ten (10) voting members that shall include the Chair, Vice Chair, and seven members, all of whom shall be appointed by the Board of Directors, and the Chair of the EMCC Conduct Review Committee, who shall be appointed by the EMCC Chair. Members who are appointed by the Board of Directors shall serve two-year staggered terms, with reappointment permissible for one additional two-year term.

Members of the IEEE Board of Directors may not simultaneously serve as members of the EMCC. Members of the EMCC Conduct Review Committee may not simultaneously serve as members of the EMCC, with the exception of the Chair of the EMCC Conduct Review Committee. The EMCC membership should include IEEE members with experience in, and knowledge of, the major organizational units of IEEE.

7. European Public Policy Committee. The European Public Policy Committee (EPPC) shall advise the IEEE Board of Directors on activities and programs focused on shaping public policy in the European Union (EU) and European Free Trade Association (EFTA) countries and the United Kingdom (UK) to benefit IEEE members, engineering professionals and the general public. The Committee shall coordinate public policy activities in Europe and shall be an advocate on such matters for IEEE members in the countries specified above. The Committee shall oversee and provide opportunities and activities for IEEE members in Europe to engage in policy initiatives that includes, but is not limited to, the development of public policy papers, organizing and attending meetings and events, participation on policy working groups, increased interaction with regional governmental bodies and agencies, and other activities that look to advance technology through public policy. The European Public Policy Assessment, as defined in IEEE Bylaw I-108.6, shall be used to fund activities and shall be overseen by the EPPC.

Membership. The European Public Policy Committee shall consist of not more than thirteen members, all of whom shall be appointed for two-year terms by the Board of Directors with reappointment permissible for a second two-year term. The terms of the members shall be staggered. All members shall reside within the European Union/European Free Trade Association

countries and the United Kingdom (UK). The Chair, who shall be appointed by the IEEE Board, shall be selected from among the members and shall serve a one-year term in that position, with reappointment permissible. Each year the Committee shall select one member to serve as its Vice-Chair. Members shall have an understanding of effective and appropriate methods of engaging in public policy initiatives.

8. Executive Performance and Compensation Committee. The IEEE Executive Performance and Compensation Committee shall be responsible to the Board of Directors with respect to determining activities and matters relating to the IEEE Executive Director's annual goal setting, performance evaluation, compensation and benefits. To ensure relative market reasonableness, annually the Committee shall review relevant market data and, based on its analysis, propose the employee benefits and compensation of the IEEE Executive Director to the Board of Directors for its review and approval in accordance with IEEE Policies and related contractual obligations in accordance with the Executive Director's employment agreement, if any. The Committee shall also perform such other tasks as specified in its Charter.

Membership. The IEEE Executive Performance and Compensation Committee shall be comprised of the IEEE President, President-Elect and Past President. The IEEE President shall serve as the Chair.

9. Fellow Committee. The Fellow Committee shall be responsible to the Board of Directors for making recommendations to the Board of Directors for nominees to be conferred the grade of Fellow. The Fellow Committee shall also provide a citation for each such nominee. The total number of Fellow recommendations in any one year must not exceed one-tenth of one percent of the IEEE voting membership on record as of 31 December of the year preceding. The nomination process shall be set forth in the Fellow Committee Operations Manual.

No member of the Board of Directors, the IEEE Fellow Committee (IEEE FC), or the staff shall act as Nominator, Reference, or Endorser for any Fellow Nominee. No member of the Society/Technical Council (S/TC) Fellow Evaluating Committee or the Cohort Fellow Evaluating Committee reviewing a nomination shall act as Nominator, Reference, or Endorser for that Fellow Nominee. If the nominator, reference, or endorser occupies any of these positions on the date of submission of the nomination, reference, or endorsement form, then the nomination, reference or endorsement by such person shall not be considered.

Membership. The Fellow Committee shall consist of not more than 52 members, including the Chair and Vice Chair, all of whom shall be appointed by the Board of Directors. Members shall serve a two-year staggered term with reappointment permissible for one additional two-year term. The Chair and Vice Chair shall be selected from among the members and shall serve one-year terms in those positions with reappointment permissible for one additional term. Members shall be chosen from among those of Fellow grade and reflect the diverse, global nature of IEEE's membership, with consideration to geographic, technical, and professional representation, and Standards' activities. The Vice Chair shall assist the Chair and shall act on behalf of the Chair in the event of his/her incapacity.

10. Finance Committee. The Finance Committee shall be appointed by and shall report to the Board of Directors. The Finance Committee shall be responsible for annually providing a statement concerning IEEE's short-term and long-term financial strategy; providing a list of all financial issues affecting IEEE; developing the Capital and Operating Budgets; and providing a statement of

allocated and unallocated operating and capital reserves of IEEE, subdivided by individual organizational unit.

Membership. The Finance Committee shall consist of not more than ten members including the Treasurer, Past Treasurer, and the financial representatives from the Awards Board, Educational Activities Board, Humanitarian Technologies Board, Publication Services and Products Board, Member and Geographic Activities Board, Standards Association, Technical Activities Board and IEEE-USA. Travel support for these representatives shall be the responsibility of the appointing organizational unit. All members of the Finance Committee shall have voting rights. The Treasurer shall act as Chair.

11. Global Public Policy Committee. The Global Public Policy Committee shall advise IEEE through the IEEE Board of Directors on matters related to public policy. It shall encourage, assist, coordinate, and oversee public policy activities throughout the IEEE with the goal of enhancing and sustaining IEEE's reputation as a globally-relevant resource of high-quality, balanced and effective advice, information, and advocacy on public policy issues within IEEE's sphere of technical competence and professional interest. Its specific processes and functions shall be specified in a Board-approved Charter and Operations Manual.

Membership. The Committee shall comprise a Chair and eight Members-at-large, who shall be appointed by the Board of Directors for two-year terms, and who shall be eligible for reappointment for up to six consecutive years of service. One Member-at-large, chosen by the Committee, shall serve as Vice-Chair. Committee Members shall have relevant experience in public policy, preferably within IEEE. They shall not concurrently serve on the IEEE Board of Directors or the Governing Board of a Major Organizational Unit. In selecting members, consideration shall be given to achieving diversity among geographic, professional, technical and other relevant perspectives. Members shall be selected from at least five different countries.

12. Governance Committee. The IEEE Governance Committee shall be appointed by and shall be responsible to the Board of Directors. The Committee shall assist the Board of Directors on governance matters related to the effectiveness and efficiency of IEEE. Such matters shall include, but are not limited to, the review of proposed amendments to IEEE's governing documents to assure clarity, consistency, and legal compliance; leadership training and orientation for new Board members; and providing guidance on organizational structure.

Membership. The IEEE Governance Committee shall consist of up to ten voting members, including the IEEE Secretary who shall be Chair, the Immediate Past Secretary, and up to eight additional members who shall be appointed by the Board of Directors for two-year terms with reappointment permissible for a second two-year term. The terms of the members shall be staggered. Members shall have a detailed knowledge of IEEE and its governing documents, operations, vision and strategic direction, and an understanding of best governance practices.

(Reference Appendix A: IEEE Bylaw Updates Approved by IEEE Board of Directors with Future Effectivity Dates)

13. History Committee. The History Committee shall be appointed by and shall report to the Board of Directors. The History Committee shall be responsible for promoting the collection, writing, and dissemination of historical information in the fields covered by IEEE technical and professional activities, as well as historical information about IEEE and its predecessor organizations. It shall

provide assistance to all major boards, work with external institutions when helpful information is requested and can be secured, and provide information and recommendations to the Board of Directors when appropriate. The History Committee also works with the IEEE History Center in recommending historical projects to be carried out by or under the direction of the Center.

Membership. The History Committee shall consist of not more than 15 members, who shall be chosen for knowledge of and interest in electro technical history. In view of the special expertise required, non-members of IEEE shall be eligible for appointment as voting members of this Committee. Terms shall be two years with reappointment permissible for a second two-year term. The Chair shall be selected from among the members for a one-year term with reappointment permissible for one additional term and shall be an IEEE member. The Staff Secretary shall serve as an ex officio non-voting member.

14. Humanitarian Technologies Board. The IEEE Humanitarian Technologies Board (HTB) shall be appointed by and shall be responsible to the Board of Directors. The Committee shall support the Board vision of IEEE volunteers around the world carrying out and/or supporting impactful humanitarian technology activities at the local level. Humanitarian Technology activities shall be defined as those IEEE programs and activities focused principally on applying science, engineering, and technology to satisfy the unaddressed social needs of specific communities which are not adequately served by existing government, commercial or non-commercial services.

The HTB shall oversee and support all Humanitarian Technology Programs in IEEE, including those executed by other IEEE organizations. The HTB shall also be responsible for execution of Humanitarian Technology programs assigned to them by the IEEE Board of Directors.

The HTB shall support development of programs enabling volunteer engagement in humanitarian technology activities; review and evaluate the overall effectiveness of Humanitarian technology programs across IEEE, encourage, assist, and recommend best practices as they relate to programs and projects throughout the IEEE; evaluate funding proposals for projects to be carried out at the local level; and establish relationships with other non-IEEE entities sharing similar goals with respect to humanitarian efforts.

Membership. The IEEE Humanitarian Technologies Board shall consist of not more than sixteen voting members. Up to ten of these members shall be appointed by the IEEE Board of Directors, including the Chair, the Immediate Past Chair, and may include one non-IEEE member who has specialized expertise in the area of humanitarian efforts. Six of these members shall be appointed by the respective major board Vice-President or President, as follows, in consultation with the HTB chair: two members from the Member and Geographic Activities Board, with one from Regions (1)-(7) and one from Regions (8)-(10); two members from the Technical Activities Board; one member from the Educational Activities Board; and, one member from the Standards Association. Members have relevant experience and knowledge of IEEE humanitarian technology activities, as well as an understanding of best practices with regards to evaluating, monitoring, and assessing programs and activities. The Chairs of all subcommittees shall be members of HTB.

The HTB Chair shall serve a one year term with reappointment permissible for an additional year. The Immediate Past Chair shall serve until replaced. In the event the Immediate Past Chair is unable or unwilling to serve, the next most recent Past Chair available and willing shall serve on the Committee. Committee members, including any non-IEEE members, shall serve a one year term with reappointment permissible for up to two additional one year terms.

The maximum consecutive term of membership on the board (excluding time as Chair, Past Chair or on any HTB subcommittee) is three years.

15. Industry Engagement Committee. The Industry Engagement Committee shall advise on, and recommend to, the IEEE Board of Directors activities, proposals and programs focused on increasing IEEE's connection with industry, government and industry professionals, i.e., industry engagement. The Committee shall assist in the development of IEEE's strategic direction as it relates to industry engagement. The Committee shall facilitate IEEE industry engagement activities broadly across IEEE, coordinate at the IEEE level, identify and act on opportunities, gaps and overlaps across IEEE, launch initiatives, and recommend to the IEEE Board of Directors needed development of products and services to meet the needs of industry, government and industry professionals.

Membership. The Industry Engagement Committee shall consist of not more than thirteen voting members, including the Chair, Vice Chair, and the most recent Past Chair willing to serve, all of whom shall be appointed by the IEEE Board of Directors. One non-voting liaison member shall be appointed by the Chair of each Major Board (EAB, IEEE SA BoG, IEEE-USA, MGAB, PSPB and TAB). Members and non-voting liaison members shall serve two-year staggered terms with reappointment permissible for one additional two-year term. The Chair, who should have recent experience on the Committee, and the Vice Chair, shall be selected from among the Committee members and shall serve a one-year term in those positions with reappointment permissible for one additional term. The Vice Chair shall assist the Chair and shall act on behalf of the Chair in the event of his/her incapacity. Members and non-voting liaison members may serve up to two consecutive terms and may be reappointed to the Committee with a two-year break in service. The Past Chair shall serve until replaced. Members and non-voting liaison members should have knowledge of IEEE's operations, structure, vision and strategic direction, and recent experience as an industry professional. In selecting members and non-voting liaison members, they should be actively engaged in IEEE industry engagement activities and consideration shall be given to experience in industry-related areas such as standards activities, technical activities, government relationships, strategy development and other relevant perspectives.

16. Investment Committee. The Investment Committee shall be appointed by and shall report to the Board of Directors. The Investment Committee shall advise and assist the Board of Directors on matters relating to IEEE investments. The Investment Committee shall meet and act pursuant to such rules as it shall determine, but no report or recommendation shall be implemented without the approval of the Treasurer. The Investment Committee may recommend to the Board of Directors the appointment of one or more asset managers who shall have the authority to invest, manage, or control IEEE assets subject to the terms of their appointment, and to restrictions and specifications therein. The Investment Committee Chair may create subcommittees to address specific issues. The Chair and the Members-at-large of each subcommittee must be members of the Investment Committee.

Membership. The Investment Committee shall consist of not more than eleven members including a Chair; the IEEE Treasurer; one member appointed by the IEEE President; one member appointed by the Vice President - Technical Activities; and from four to seven Members-at-large. The Members-at-large, including the Chair, shall be appointed by the Board of Directors on the recommendation of the Treasurer. In view of the expertise required, with the exception of the appointments made by the President and the Vice President - Technical Activities who shall be IEEE

members, non-members of IEEE shall be eligible for appointment as voting members of this Committee. The Chair of the Investment Committee shall be appointed for an initial one-year term, with the possibility for reappointment for up to four additional one-year terms. Members-at-large of the Investment Committee shall be appointed for an initial one-year term, with the possibility for re-appointment for two additional three-year terms, for a maximum of seven years of service. When deemed in the best interest of IEEE, the Board of Directors may reappoint a Member-at-large for an additional three-year term. The maximum term of service for any member of the Investment Committee shall be ten years.

17. New Initiatives Committee. The IEEE New Initiatives Committee (NIC) shall be appointed by and report to the IEEE Board of Directors. The NIC shall identify, recommend, and monitor new initiative projects and programs consistent with IEEE's vision, mission, and Strategic Plan.

Membership. The New Initiatives Committee shall consist of not more than eleven voting members as follows: the Chair; Chair-Elect; Past Chair; the IEEE President-Elect; a representative from IEEE's strategic planning activity, as appointed by the IEEE President; and up to six Members-at-large who shall serve two-year staggered terms. In view of the special expertise required for Members-at-large, selection will be based on competencies in the fields of science, technology and engineering, up-to-date knowledge on research, practice and education of science and engineering fields. Following completion of his/her term as Chair-Elect, that individual shall automatically become the Committee Chair. The Chair-Elect shall be selected from among those individuals who have served at least one full term as a Member-at-large on the committee and are IEEE members in good standing of Graduate Student Member, Member, Senior Member or Fellow grade. Members shall not serve as advocates or be directly involved in the development of proposals under consideration by NIC within the conflict of interest guidelines that shall be specified in the Committee Operations Manual.

18. Nominations and Appointments Committee. The Nominations and Appointments Committee shall be appointed by and shall be responsible to the Board of Directors and shall:

- 1) Submit to the Board of Directors a list of candidates recommended for appointment to all Committees, Boards, and Major Boards (as defined in Bylaws I-303 and I-304) for the ensuing year, excluding those persons who are nominated through other sources as provided in these Bylaws. The list shall be submitted in time for appointment before 31 December of the preceding year or as otherwise called for in these Bylaws.
- 2) Discharge responsibilities assigned to it pursuant to Bylaw I-307.
- 3) Submit to the Assembly, prior to its annual meeting, a list of candidates recommended for election by that body for the positions set forth below and in accordance with the following:

Vice President - Educational Activities,

Vice President - Publication Services and Products,

Secretary,

Treasurer

- a) No candidate may be nominated for more than one position.
 - b) Each slate shall contain the names of two or more candidates. At least two of the candidates shall not be included on the IEEE Annual Election ballot for a position in which the period of service as a member of the IEEE Board of Directors will run concurrently with the Assembly-elected position.
- 4) Membership. The Nominations and Appointments Committee shall comprise 16 members as follows: six members, who shall serve two-year terms, three of whom shall be appointed in even-numbered years, three of whom shall be appointed in odd-numbered years, at least one of whom shall be chosen from among those of Fellow grade, and none of whom shall be concurrently serving on the Board of Directors; the Chair-Elect, who shall be the Past President currently serving on the Board of Directors in such capacity and who shall assume the position of Chair in the succeeding year; the Chair; the Past Chair; the Chair of each Major Board Nominations and Appointments Committee and the Chair of the Awards Board Nominations and Appointments Committee.

In the event the Past President declines to serve as Chair-Elect, a past member of the Board of Directors not currently serving on the Board of Directors shall be recommended for the position by the Nominations and Appointments Committee and appointed by the Board of Directors.

- 5) A member of the Nominations and Appointments Committee shall not be eligible to be elected or appointed to any office for which the Nominations and Appointments Committee makes nominations.
 - 6) During service on the Nominations and Appointments Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.
19. Organizational Unit Alignment Committee. The IEEE Organizational Unit (OU) Alignment Committee shall be a Committee of IEEE reporting to the IEEE Board of Directors. The Committee shall provide a venue for the leadership from the various organizational units across the IEEE to come together to discuss their activities and to look for opportunities to collaborate on projects and initiatives or other matters applicable to the different groups, thereby strengthening partnerships, communications, and cross-OU alignment. The Committee shall work to drive improved performance across the organization to provide better experiences for the many constituencies (members, volunteers, non-members, customers, partners, etc.) the organizational units serve.
- Membership. The Organizational Unit Alignment Committee shall comprise the Chairs of the six Major Boards as voting members, and the Managing Directors who directly support the Major Boards. The role of Chair, and related responsibilities, shall be rotated among the members based on a schedule determined by Committee consensus.
20. Public Visibility Committee. The IEEE Public Visibility Committee shall be appointed by and report to the IEEE Board of Directors. The Public Visibility Committee shall be responsible for the public visibility initiative, related communications and other activities focused on increasing public understanding of how engineering, computing and technology benefit humanity, and to promote the visibility of engineering, computing and IEEE technical professionals who carry out this work.

Membership. The IEEE Public Visibility Committee shall consist of not more than six voting members, including the Chair, all of whom shall be appointed by the IEEE Board of Directors. Members shall serve two-year staggered terms with reappointment permissible for one additional term. The Chair, who should have recent experience on the Committee, shall be selected from among the Committee members and shall serve a one-year term in that position with reappointment permissible for one additional term. In view of the expertise required, non-members of IEEE shall be eligible for appointment as voting members of this Committee. Members shall have knowledge of, or experience in public visibility initiatives or corporate communication programs.

21. Strategy and Alignment Committee. The IEEE Strategy and Alignment Committee shall be a Committee of IEEE responsible to the IEEE Board with respect to matters involving the development and maintenance of an IEEE Strategic Plan. It shall coordinate strategic planning activities and the alignment of such activities across the organization. The Committee shall examine IEEE's mission, vision, value statements, and governing principles for currency and relevance, and advise the Board of Directors on strategic matters and priorities to be considered relative to IEEE's core purposes.

Membership. The Strategy and Alignment Committee shall be comprised of twelve voting members including the IEEE Past President, who shall serve as Chair, IEEE Secretary, IEEE Treasurer, Chair of the IEEE New Initiatives Committee, one member-at-large, one member appointed by each of Chairs of the Major Boards (EAB, IEEE SA BOG, IEEE-USAB, MGAB, PSPB, and TAB), and one member appointed by the Chair of the IEEE Foundation Board. The IEEE Executive Director shall be a non-voting member of the Committee.

The member-at-large, and seven appointees shall serve two-year staggered terms, with re-appointment permissible for one additional two-year term.

Members should have core competencies such as strategic planning and program assessment experience. The appointees from the Organizational Units should be actively engaged in strategic planning for the Organizational Unit and have the ability and desire to provide alignment and linkage to their Organizational Unit's strategy. The Chair shall work with the Major Board Chairs to ensure the committee membership shall reflect the diverse, global nature of IEEE's membership and activities.

22. Tellers Committee. The Tellers Committee shall be appointed by and shall be responsible to the Board of Directors. The Tellers Committee shall oversee all matters related to the IEEE annual election ballot and ballots including Constitutional Amendments, provided to the membership of IEEE or to groups of members for a vote, including, but not limited to processing of ballots received; tallying of the votes; preparation and administration of the ballot; setting, approving and granting exceptions to the calendar and timeline of events related to the election; and processing of petitions. The Tellers Committee will coordinate its activities with the IEEE Election Oversight Committee in areas that relate to the responsibilities and duties of both committees.

The Tellers Committee shall announce the tally of the votes not later than the tenth business day following the final election ballot receipt date (as defined in Bylaw I-307.14), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-308), as the case may be, in a report to the Board of Directors signed by the Chair

of the Tellers Committee. In the event of a tie vote for the office of IEEE President-Elect, the IEEE Assembly shall choose between the nominees (as defined in Bylaw I-307.15.)

The Tellers Committee shall announce the tally of the petition signatures, not later than 15 business days following the deadline for receipt of petitions, in a report to the Board of Directors signed by the Chair of the Tellers Committee.

The Tellers Committee shall have such other related duties as are delegated to it by resolution of the Board of Directors.

During service on the Tellers Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.

Membership. The Tellers Committee shall consist of not more than ten IEEE voting members, including the Chair and Vice Chair, appointed by the IEEE Board of Directors.

I-306. IEEE Executive Director and Other Staff

1. Guidelines for hiring, terms of employment and compensation of the IEEE Executive Director shall be specified in the IEEE Policies.
2. Responsibilities of IEEE Executive Director. The IEEE Executive Director shall be the chief operating officer of IEEE; shall be in charge of IEEE Headquarters, IEEE's staff and operations; shall be responsible for all property and equipment owned and used by IEEE, for which he/she shall be responsible to the Board of Directors; and shall perform such additional duties as specified by the Board of Directors.

The IEEE Executive Director shall attend meetings of the Board of Directors and shall be an active participant in their deliberations. When issues related to the employment of the IEEE Executive Director are to be discussed, the IEEE Executive Director shall absent himself or herself at the request of the Chair.

3. Secretarial Functions. The IEEE Executive Director shall, under the supervision of the IEEE Secretary, perform such functions as are necessary for meeting the responsibilities assigned to the IEEE Secretary.
4. Fiscal Responsibilities. The IEEE Executive Director shall cooperate with the Finance Committee and, under the supervision of the Treasurer, execute IEEE fiscal policies and operations.
5. Role With Respect to Publications. The IEEE Executive Director shall cooperate with the Publication Services and Products Board and, under the direction of the Vice President - Publication Services and Products, administer IEEE publication activities.
6. Role With Respect to Tellers Committee. The IEEE Executive Director shall assist the Tellers Committee in the performance of its work.
7. IEEE Strategic Plan. The IEEE Executive Director, working with the IEEE Board of Directors, shall have oversight responsibility for the implementation of the IEEE Strategic Plan.

8. IEEE Website. The IEEE Executive Director shall have oversight responsibility for the IEEE website and related policies and practices.
9. Meeting Attendance. The IEEE Executive Director shall attend such meetings of IEEE, its units, and related bodies as may be required in the discharge of his/her duties.
10. Voting Privileges. No member of the staff shall have any vote by reason of membership on any IEEE Board or Committee.
11. IEEE Corporate Seal. The IEEE Corporate Seal shall be circular in form and have inscribed thereon the name of The Institute of Electrical and Electronics Engineers, Incorporated, and the words "Founded" and "New York" and "1884."

I-307. Nominations and Elections

1. Nominations and Appointments Committees. The following requirements shall govern the Nominations and Appointments (N&A) Committees of the six Major Boards and the IEEE Awards Board N&A Committee:
 - a) The Chair of each of these N&A Committees shall be either the past past chair, immediate past chair or chair-elect of the governing body of that organizational unit as specified in the governing documents of that organizational unit. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the organizational unit's N&A Committee available shall be the Chair of that respective N&A Committee. With extenuating circumstances, an organizational unit may appoint a different individual to this position.
 - b) Chairs shall not be eligible to be elected to the Board of Directors during their term of service.
 - c) At least two-thirds of the voting members of each N&A Committee shall be elected or appointed by the governing body of their respective organizational unit.
 - d) A member of an N&A Committee may be nominated and run for a position for which such member's respective N&A Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same N&A Committee and (ii) the member resigns from the N&A Committee prior to its first meeting in which the nomination shall be made.
2. Call for Nominations. The Chair of the IEEE Nominations and Appointments Committee shall invite the submissions of suitable names to be considered by the IEEE Nominations and Appointments Committee for various elective offices of the organizational units.
3. Candidate Qualification and Vetting. All individuals shall be vetted by the IEEE Legal and Compliance Department prior to discussion of their nomination for appointment or election to any offices on the IEEE Annual Election ballot, Committees of the IEEE Board of Directors, Committees of the IEEE, and the six Major Boards. The IEEE Legal and Compliance Department shall refer the names of individuals who require additional review to the IEEE Election Oversight Committee (EOC). The IEEE Policies and EOC Operations Manual shall specify procedures for review of credentials, and for qualification and disqualification of candidates and potential candidates (including nominees, petitioners and petition candidates).

These procedures shall be to ensure that the potential election or selection of such nominees, petitioners, and petition candidates meet all eligibility requirements, have had a thorough and fair review of evidence in context, and determine that such individuals, would not be harmful to the interests or reputation of IEEE.

The individuals under review will be provided with the opportunity to address and comment on charges that may lead to disqualification.

4. President-Elect Candidates. The IEEE Nominations and Appointments Committee shall submit to the Board of Directors the names of at least two candidates for the office of President-Elect. In addition to the slate presented by the IEEE Nominations and Appointments Committee to the Board of Directors to be considered as candidates for the position of IEEE President-Elect, the Board of Directors shall employ the following process to determine any other individuals to be considered as candidates.

- To be eligible for consideration by the Board of Directors as a candidate for the office of President-Elect, all such additional candidates shall have been considered for the President-Elect position by the IEEE Nominations and Appointments Committee, using the Committee's established procedures.
- A nomination of an additional candidate supported by at least eight (8) Board members, excluding the candidate, if applicable, must be received no later than 12:00 Noon Eastern time, ten (10) calendar days prior to the date of the Board of Directors meeting at which deliberations will be held to select the candidates for the office of President-Elect to be presented to the membership.
- Nominations from Board members, which shall remain confidential, shall be submitted to a designee specified by the IEEE Executive Director. Candidate biography and position statements, provided to the Board shall be those considered by the IEEE Nominations and Appointments Committee.
- Qualifying nominations and supporting documentation shall be provided to the Board of Directors no later than 48 hours after the deadline for receipt of such nominations.
- No nominations shall be permitted from the floor at the meeting of the Board of Directors at which deliberations shall be held to select the candidates for the office of President-Elect to be presented to the membership.

The detailed procedures to be followed when selecting the IEEE President-Elect candidates shall be specified in the IEEE Policies.

At least one year of IEEE Board of Directors service is required for all individuals before consideration by the IEEE Nominations and Appointments Committee or declaration of their intention to petition for the office of IEEE President-Elect.

5. Submission of Proposed Nominees. The IEEE Nominations and Appointments Committee shall transmit its list of proposed nominees to all Directors in time to permit the Board of Directors to fulfill the requirements of Article XII of the IEEE Constitution.

6. Delegate-Elect/Director-Elect. Each Region and Division through their respective Nominating Committees may propose a Delegate-Elect/Director-Elect slate rather than a Delegate/Director slate. A Delegate-Elect/Director-Elect shall automatically become the Delegate/Director without further election on the expiration of the incumbent Delegate/ Director's term or upon vacancy of the office. The term of office of a Delegate-Elect/Director-Elect may be one or two years.
 - a) The Regional Delegate-Elect/Director-Elects shall serve a two-year term.
 - b) The Division Delegate-Elect/Director-Elects shall serve a one-year term.
7. Submission of Slates. Slates of candidates submitted by IEEE organizational units for inclusion on the annual election ballot must be submitted to the Board of Directors by 15 March of each year. Slates shall be accompanied by each candidate's written acceptance of his or her nomination. In the absence of a slate of candidates, the office shall not appear on the IEEE Annual Election ballot, nor shall petitions be accepted for the office.
8. Single Nomination Slates. Submission by a Region or Division Nominating Committee of a slate containing a single nominee for a Delegate/Director or a Delegate-Elect/Director-Elect position may be accepted by the Board of Directors under special circumstances as specified in this Bylaw.

Single-candidate slates, if any, shall also be submitted to the IEEE Nominations and Appointments Committee by 15 March of each year. They shall be accompanied by a written explanation of the reasons for submitting such a slate, along with evidence that all the relevant bylaws have been followed. The IEEE Nominations and Appointments Committee shall forward each such slate onto the Board of Directors with a recommendation for or against its acceptance. If the Board of Directors does not accept a single-candidate slate, the IEEE Nominations and Appointments Committee shall be responsible to the Board of Directors for obtaining a second candidate in a timely fashion.

- a) Region and Division Provisions for Single Candidates. Submission by a Region or Division of a proposed slate with a single nominee for the office of Region or Division Delegate/Director or Delegate-Elect/Director-Elect shall be permitted under extraordinary extenuating circumstances, if all of the conditions of the following paragraphs (i), (ii) and (iii) are fulfilled:
 - i) The voting members of said Region or Division shall be given a timely reminder (via THE INSTITUTE, newsletter, or other communication to all voting members) that nominations for the position of Director or Director-Elect may be placed on the ballot by petition. A copy shall be delivered to the Managing Director for MGAB or TAB for use by the MGAB or TAB Nominations & Appointments Committee, and to the IEEE Executive Director for use by the IEEE Nominations & Appointments Committee at the same time it is given to the members.
 - ii) At least two-thirds of the Region or Division Nominating Committee members shall have voted to submit a single candidate.
 - iii) The Bylaws of the Region, or the Constitutions and Bylaws of all Societies within the Division explicitly allow for the submission of a single candidate. A copy is to be on file with the Managing Director, Member and Geographic Activities Department.

9. Voting Members Candidate Notification. In accordance with Article XII of the IEEE Constitution, the Board of Directors shall submit to all voting members on or before 1 May of each year a list of nominees for President-Elect; Delegate/Director or Delegate-Elect/Director-Elect, whichever is applicable; and such other officers to be elected by voting members for the coming term.
10. Petitioners and Petition Candidates. Individual voting members may propose, by petition, names to be added to the IEEE annual election ballot for positions of the officers to be elected by the voting members or groups of voting members for the coming term.

Petitioners are individuals who are in the process of collecting signatures on a petition to become candidates.

Petition Candidates are individuals who have met all requirements to be a candidate in an election via the petition process.

For all positions where the electorate is less than or equal to 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions where the electorate is more than 30,000 voting members, 300 signatures of eligible voters plus 1% of the number of eligible voters shall be required.

Qualifications of petition candidates and procedures for announcement, distribution, and approval of petitions shall be specified in the IEEE Policies.

The completed petition shall be submitted in a letter to the Board of Directors, to be received at IEEE Operations Center no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 May of the year of the election.

- i. For IEEE President-Elect candidates, only signatures submitted electronically through the IEEE annual election website at www.ieee.org/petition no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 April of the year of the election shall be accepted.
11. Approval of Ballot. During the period between the Friday preceding 15 May and 1 August of the year in which the election will be held, the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, shall be authorized to take any necessary actions on any petitions and to approve the ballot.
12. Ballot Submission Schedule. No later than the first business day following 14 August, the Board of Directors shall submit to eligible voting members on record as of 30 June, a ballot listing all nominees for the positions to be filled by election by the membership.
13. Candidature Withdrawal. Each proposed nominee named by the Board of Directors shall be consulted and, if he/she so requests, his/her name shall be withdrawn.
14. Ballot Presentation. The list of nominees required to be submitted to all voting members by the Constitution shall contain one or more names for the office of President-Elect.

The ballot presented to voting members of each of the Regions/Divisions where an election of Region/Division Delegate/Director or Region/Division Delegate-Elect/Director-Elect is to take place

shall contain the names of not fewer than two nor more than three candidates submitted in accordance with the MGAB and TAB sections of these Bylaws. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with IEEE Policies, Section 13.7.

The source of nomination of each candidate shall be identified. When desired, the Region ballot may also contain names of candidates for other Region offices (other than Region Delegate/Director) as determined by the Region Committee. If an individual is a voting member in Societies in more than one Division, that individual may participate in the election of each such Division. Regardless of how many Society memberships may be held within any one Division, an individual shall have only one vote in each Division election. For those cases where more than one candidate is on the ballot for any single office, the source of the nominations shall be identified adjacent to each name and the order of the list of names on the ballot for each office shall be randomized or determined by a lottery process conducted by the Tellers Committee. The ballot shall carry a statement to the effect that the order of the names was randomized or selected by lottery and indicates no preference.

15. Ballot Marking; Voting; Tellers Committee Announcement; Election Results. Ballots will be valid only when completed in accordance with the instructions accompanying the ballot and when received at IEEE Headquarters or by a qualified organization designated by the IEEE Executive Director before twelve o'clock noon on the first business day following 30 September (the "final election ballot receipt date"). Ballots shall be validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the tenth business day following the final election ballot receipt date. As provided in Bylaw I-305, the Tellers Committee shall announce the result of the tally of the votes not later than the tenth business day following the final election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee. The results of the vote shall become official upon acceptance by the Board of Directors of the Tellers Committee report, and in the case of an election challenge, the report of the IEEE President, IEEE Secretary and IEEE Executive Director, as specified in Bylaw I-307.19. Each nominee for office listed on the ballot shall be advised promptly of the Tellers Committee tally of the votes applicable to their respective elections. Eligible voting members shall be permitted to vote in each election for one nominee for each office appearing on the ballot. Subject to Bylaws I-307.16 and I-307.19, the nominee, for each office for which the election is being held, receiving the greatest number of qualified votes shall be declared elected.

In the event of a tie vote:

- The Board of Directors shall choose between the nominees involved for all positions, with the exception of the IEEE President-Elect.
- The IEEE Assembly shall choose between the nominees for the office of IEEE President-Elect.
- The IEEE Assembly shall advise the newly elected IEEE President-Elect and report the election result to the IEEE Board of Directors.

16. Write-in Votes; Election Report. For all positions on the annual election ballot, the provision for allowing write-in votes shall not be provided.

For elections of organizational units where ballots are used, write-in votes shall be permitted. In such elections, the ballots may include and identify, for each office in said election, space in which the voter may indicate the name of any person he/she desires to elect to that office, provided the individual is not already on the official ballot for the intended position. For such names to be counted in the election, each person so indicated shall meet such qualifications as may be specified for the office by the IEEE Constitution or Bylaws of the organizational unit conducting the election. The number of votes so cast for any such person shall have the same effect on the outcome of the election as if his/her name had been submitted on the ballot. The tally of such votes shall be included in the election report whenever the number of votes is sufficient to affect the order of preference of the candidates for the office. The provisions of Bylaw I-307.14 shall be observed. If any write-in candidate shall be declared to have won an election, he/she shall be so notified and requested to serve. If he/she declines to serve, the candidate receiving the next highest vote shall be declared to have won the election.

17. Oversight for Election Irregularities. The IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary and IEEE Executive Director, shall have the authority to act whenever the President determines, that irregularities, the incapacity or death of a candidate, or other unforeseen circumstances have or are likely to otherwise materially and adversely affect any election of Delegates/Directors so as to prevent the election from being completed in a timely manner, fairly, or with the full participation of the relevant membership group. In acting under this Bylaw, the IEEE President may temporarily assign to other persons or positions within IEEE the duties of any corporate office or position that is vacant and may take any and all other acts proper under law and that the IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary and IEEE Executive Director, determines to be reasonable and necessary to permit a fair and proper election, including acting on recommendations of the IEEE Election Oversight Committee for candidate disqualification (see Policy 13.3.A.5), accepting additional nominations for any position, and acting on recommendations of the IEEE Tellers Committee to delay an election or cancel any voting already completed and requiring that voting begin again. Any actions taken shall be promptly reported to the IEEE Board of Directors.
18. Unit Nominations and Petition. For each elective office in any organizational unit of the IEEE, which does not appear on the IEEE annual election ballot, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a nomination meeting of the organizational unit, provided such nominations are made at least 28 calendar days before the date of election. The number of signatures required on a petition shall be determined as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

19. Election Challenge. A challenge to an election may be made by a candidate, in such election, provided that, not later than 15 calendar days after the candidate is notified of the tally of votes in the Tellers Committee report to the Board of Directors, a written complaint from such candidate is received at IEEE Headquarters setting forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final election ballot receipt date and that is alleged to have materially compromised such election.

A challenge of a recall election may be made by the person who is the subject of the recall election provided that, not later than 15 calendar days after the individual is informed of the tally of votes by the Tellers Committee, a written complaint from such person is received at IEEE Headquarters setting forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final recall election ballot receipt date and that is alleged to have materially compromised such recall election.

A challenge to the result of a vote on a Constitutional Amendment (a “referendum”) may be made by any voting member. The challenge shall identify the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final referendum ballot receipt date and that is alleged to have materially compromised such referendum. Any such challenge shall be made in writing to the IEEE President, with copies to the IEEE Executive Director, and it shall be received at the IEEE Operations Center not later than 15 calendar days after the publication of the tally of votes in such referendum in the IEEE Tellers Committee report to the Board of Directors.

The IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary, the Chair of IEEE Election Oversight Committee, and IEEE Executive Director, shall report to the Board of Directors on the President’s determination as to whether any duly challenged membership election, recall election, or vote on a referendum was materially compromised by activity:

- a) in violation of the IEEE Constitution, Bylaws, or Policies; and
- b) that took place prior to the final election ballot receipt (as defined in Bylaw I-307.15), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-308), as the case may be, and
- c) if so, what remedial action should be taken.

Remedial action may include, but is not limited to, mandating:

- i) a new election,
- ii) recall election, or

- iii) referendum as promptly as practicable under guidelines then established by the IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary and IEEE Executive Director, but shall not include mandating
- iv) the appointment to office of any candidate,
- v) the removal from office of any person who is the subject of a recall election, or
- vi) the enactment or non-passage of any Constitutional Amendment where such action reverses the result of the election, recall election, or referendum under challenge.

A successful candidate for office whose election is challenged shall not take office, a person who is the subject of a recall election shall not be removed from office, and any referendum decision shall not take effect until any challenge thereto has been resolved pursuant to this Bylaw.

The IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary, the Chair of the IEEE Election Oversight Committee, and IEEE Executive Director, shall make such investigation with respect to the challenge as the President determines to be appropriate and shall make the determination as soon as feasible and in any event within 30 calendar days after copies of such complaint are distributed to the IEEE President, IEEE President-Elect, IEEE Past President, IEEE Secretary, the Chair of the IEEE Election Oversight Committee, and IEEE Executive Director. At that time, the IEEE President, working with the IEEE President-Elect, IEEE Past President, IEEE Secretary, Chair of the IEEE Election Oversight Committee, and IEEE Executive Director, shall prepare and submit a written report to the IEEE Board of Directors setting forth: (1) whether the complaint was timely filed and otherwise complied with the requirements of this Bylaw; (2) whether the alleged activity set forth in the complaint violated the IEEE Constitution, Bylaws, or Policies; (3) whether the challenged election, recall election, or referendum was materially compromised by such activity; (4) its determination as to any remedial action that should be taken; (5) the evidence relied on in connection with the foregoing findings and determination; and (6) any reasoning or other information deemed appropriate for inclusion in such report. Copies of such report shall also be promptly submitted to all candidates in the challenged election, to the person who is the subject of the recall election, or to the complainant and initiator with respect to the challenged referendum.

Any such determination by the IEEE President, shall become final ten calendar days after the date of such report unless notice of an appeal of such determination is received at IEEE Headquarters or Operations Center within such ten-calendar day period.

This Bylaw shall provide the sole and exclusive procedure for the challenge of any election, recall election, or referendum. If there is an appeal of the determination of the IEEE President, the Board of Directors shall consider the report, the appeal, and all evidence deemed to be relevant thereto, and shall make the final determination.

The IEEE Secretary shall coordinate the handling of all election challenges.

I-308. Amendments to IEEE Constitution and Bylaws

1. Constitutional Amendments. Constitutional Amendments may be placed on the annual election ballot by the IEEE Board of Directors or by member petition.

- a) IEEE Board of Directors Proposed Constitutional Amendment. A resolution adopted by vote of at least two-thirds of those present at a regularly constituted meeting of the Board of Directors is necessary to submit a proposed amendment to the voting members. A copy of such proposed amendment(s), shall be distributed to each voting member at least sixty calendar days prior to the date designated for counting the votes.

When the Board of Directors undertakes an action to place a referendum on the ballot, that shall not be construed as endorsement. The Board of Directors may take a non-binding informational poll to provide context to the member discussion, with the understanding that the non-binding Board position is subject to change during the discussion process. Furthermore, the Board of Directors may endorse or oppose a referendum between the first business day following 31 May and the first business day following 30 June of the election year. At such time, in the event the Board of Directors moves to endorse or oppose a referendum, members of the Board of Directors shall not act in a manner that undermines any such motion of the Board of Directors. This shall allow continued free discussion of the referendum by all IEEE members other than members of the Board of Directors, in order to provide the opportunity for interested voting members to become well-informed.

- b) Proposed Amendment Petitions. Initiators of Constitutional Amendments shall be IEEE Members in good standing who are eligible to vote in the Annual Election. An initiator shall submit in writing to IEEE a copy of the exact wording of the proposed Constitutional Amendment the initiator wishes to circulate for signature. In order to be effective, such submission shall be received at the office of the IEEE Executive Director no later than twelve o'clock noon ET on the Friday preceding 15 December of the year preceding the year in which the Constitutional Amendment, if qualified, shall appear on the IEEE Annual Election ballot.

If the wording of a circulated petition deviates from the official wording approved by the IEEE Tellers Committee as defined below, such petition shall be disqualified. Only signatures for the official petition shall be counted toward qualification of a proposed amendment to be placed on the Annual Election ballot. Petitions for Constitutional Amendments may be circulated and signed no earlier than 1 May of the year preceding the submission of Constitutional Amendments to the voting members. (See also, IEEE Policies, Section 13.7.3. Petitions and Signatures Requirements.)

2. Proposed Amendment Review. A proposed Constitutional Amendment shall not conflict with IEEE's Certificate of Incorporation, the New York Not-For-Profit Corporation Law, or other legal or regulatory authority applicable to IEEE. Before an amendment to the Constitution is submitted to the voting members, it shall be reviewed by IEEE Legal Counsel for compliance.

The initiators of a Constitutional Amendment, and at their option and expense, their own legal counsel, shall work with IEEE Legal Counsel and the IEEE Secretary, with assistance from Corporate Governance staff, to strive to ensure that the proposed amendment is compliant and that its wording is clear, unambiguous, grammatically and stylistically correct, and pertinent to the subject matter of IEEE governance documents.

When following the foregoing cooperative process the wording of the proposed petition or a Constitutional Amendment is (i) determined to be compliant by IEEE Legal Counsel, reviewed by the IEEE Secretary, and approved by the IEEE Tellers Committee, it shall be considered the official petition language, or (ii) determined not compliant by IEEE Legal Counsel because it conflicts with the IEEE governing documents or other regulatory authority applicable to IEEE, then the proposed petition for Constitutional Amendment shall be rejected.

3. In the event that multiple amendments are submitted which have portions of overlapping content or seek opposing or inconsistent goals, the IEEE Election Oversight Committee and IEEE Corporate Governance staff shall work with the individual amendment initiators to merge amendments, or present contested issues in a single narrative that provides the voter with distinct alternatives. In the case of disagreements, or should multiple petitions for Constitutional Amendments be submitted for the same Annual Election ballot, the President, in consultation with the IEEE Secretary and the Executive Director, and with advice from the Chairs of: the IEEE Election Oversight Committee, the IEEE Governance Committee, and the IEEE Tellers Committee, shall resolve such disagreements or limit the number of amendments that will appear on the ballot. The agreed upon resolution shall be promptly reported by the President to the IEEE Board of Directors (see IEEE Bylaw I-307.17 Oversight for Election Irregularities.)
4. Proposed Amendment Petition Schedule. Except as described in Bylaw I-308.1, or unless otherwise directed by the Board of Directors, the schedule for (i) receipt of petitions for Constitutional Amendments and statements of petitioners in support of petitions to accompany the ballot, (ii) the submission of all Constitutional Amendments (including those initiated by the Board of Directors) to the voting members, and (iii) the counting of the ballots and tallying of votes with respect to proposed Constitutional Amendments shall conform to the schedule relating to the nomination and election of officers elected by the voting members set forth in Bylaw I-307.
5. Member Discussion of Referendums and Proposed Referendums. The IEEE Election Oversight Committee shall develop, maintain, and moderate an official discussion group, open to all IEEE members, on referendums. The role of the moderator, scope and procedures shall be specified in the IEEE Policies and in the IEEE Election Oversight Committee Operations Manual. (See also IEEE Policies, Section 13.3.D.12. Discussion Groups on Referendums and Proposed Referendums.)
6. Statements in favor of or in opposition to Amendments placed on the annual election ballot by IEEE Board of Directors or by member petition shall be received at the office of the IEEE Executive Director no later than the first business day following 30 June of the election year. All statements shall not exceed the maximum word length requirement specified in IEEE Policies, Section 13.7.1.C. Word Count.
 - a) The initiator may place a statement on the ballot.
 - b) Forum participants may provide a single consensus statement in favor and a single consensus opposition statement on the ballot. A URL or similar reference to an IEEE-moderated discussion group shall be provided on the ballot.

The IEEE Election Oversight Committee and the IEEE Governance staff, shall assist forum participants in reaching consensus statements.

c) For a member petition initiated referendum, the Board of Directors may place a statement on the ballot.

7. Ballot Marking Instructions; Voting; Tellers Committee Announcement; Election Results. A ballot that is marked neither for nor against a proposed Constitutional Amendment shall not be counted either as a "vote" or as a "ballot cast" for purposes of Article XIV, Section 2, of the Constitution, and the instructions accompanying the ballot shall so specify. Ballots for Constitutional Amendments shall carry a statement of the final date for receipt of ballots at IEEE Headquarters or at a qualified organization designated by the IEEE Executive Director (the "final referendum ballot receipt date").

Ballots shall be valid only when completed in accordance with the instructions accompanying the ballot and when received by the IEEE Executive Director or by a qualified organization designated by the IEEE Executive Director prior to the final referendum ballot receipt date. Ballots shall be validated and votes shall be tallied under the actual or delegated supervision of the IEEE Tellers Committee not later than the tenth business day following the final referendum ballot receipt date. As provided in Bylaw I-305, the IEEE Tellers Committee shall announce the result of the tally of votes not later than the tenth business day following the final referendum ballot receipt date in a report to the Board of Directors signed by the Chair of the IEEE Tellers Committee. The initiators of each such proposed Constitutional Amendment shall be advised promptly of the Tellers Committee tally of votes applicable to their respective Constitutional Amendment proposals. Subject to Bylaw I-307.15, the date of adoption of a proposed Constitutional Amendment that has been voted upon favorably by the membership shall be the date of the first meeting of the Board of Directors taking place after the date of the Tellers Committee report and, as provided in Article XIV, Section 3, of the Constitution, such Amendment shall take effect 30 calendar days after adoption.

8. Procedures to Change Bylaws. As provided in the Constitution, proposed Bylaw changes and the reasons therefore shall be mailed to all Directors at least 20 calendar days before the stipulated meeting of the Board of Directors at which the vote shall be taken. Two-thirds of the votes of the members present at the meeting shall be required to approve any new Bylaw, amendment, or revocation.
9. History of Amendments. A complete history of amendments shall be kept in the files of IEEE.

I-309. Voting Privileges

1. At meetings of the Assembly and of the Board of Directors, voting privileges are granted only to members elected to these bodies when participating in such meetings; voting privileges at meetings of Committees of the Board of Directors, and subcommittees thereof are limited to those serving on such bodies unless specifically approved otherwise in advance by the Board of Directors.

I-310. Fiscal Matters

1. Fiscal Year. The fiscal year for IEEE shall be the calendar year.
2. IEEE Assets. Assets within each IEEE organizational unit, from whatever source derived, are the property of IEEE. All such assets, regardless of the form and location in which they are kept, shall be maintained under the legal name The Institute of Electrical and Electronics Engineers, Incorporated.

I-311. IEEE Public Policy-Related Activities

IEEE and its organizational units will engage in coordinated public policy-related activities that advance its mission.

IEEE's public policy activities at all levels will be guided by such general principles and public policy position statements as have been approved by the IEEE Board of Directors.

In conducting public policy-related activities, IEEE will be non-partisan, will seek and respect diverse opinions, and will promote balanced, evidence-based viewpoints.

IEEE will inform policy-makers, IEEE members, and the public of the benefits, risks, and social implications of technology and effective strategies for accelerating the development and widespread deployment of beneficial technologies.

IEEE will promote discussion of technology-related public policies, through such means as organizing fora and publishing public policy-related research, analysis, and opinion.

IEEE will be an advocate for the organization, its members and communities, and the public, developing and communicating Public Policy Positions on matters related to technology within its fields of expertise and the needs of stakeholders; these policies may be local, national, regional, or global in nature.

IEEE will establish and maintain programs that encourage member awareness and participation in public policy-related activities; this may include direct participation in the development of technology-related public policies through service in government agencies and technical advisory committees.

As appropriate, IEEE will work with other organizations in the development and conduct of public policy-related programs.

All official IEEE and IEEE Organizational Unit Position Statements and Policy Communications shall be freely available to members and to the public.

I-400. GEOGRAPHICAL & TECHNICAL GROUPS/ ORGANIZATION OF MEMBERS

I-400. Groups of Members

The following groups of members are hereby established to promote the objectives and interests of IEEE.

I-401. Technical Organization of Members

1. **Divisions.** There shall be ten Divisions. A Division is typically composed of one or more Societies, and may contain one or more Technical Councils. The Technical Activities Board shall determine the specific composition of each Division. The composition of the Divisions shall be specified in the TAB Operations Manual. If a Society warrants representation by more than one Division, the voting members of that Society shall be voting members of all those Divisions.
2. **Societies.** A Society provides a forum and community for the exchange of technical information among members in the respective discipline and industries of electrical and electronics engineering and related arts and sciences. Societies may represent either an identifiable segment of the electrical and electronics industries, or a discipline having applicability in different industries and functions. A Society's scope or mission shall be approved by TAB.
3. **Society Establishment and Operation.** Societies shall be established within the scope and objectives of IEEE groups of members interested in specific technical fields or related subjects. The Technical Activities Board shall establish and be responsible for the operations of Societies.

The procedures for organizing a new Society and operating an existing Society shall be contained in the TAB Operations Manual.

4. **Society Membership.** All Societies shall consist exclusively of IEEE members and such Affiliates as may be authorized by the Board of Directors.
5. **Delegation of Authority.** The Technical Activities Board can delegate certain operational and administrative matters to Societies that achieve criteria for autonomous operations. Responsibilities and criteria shall be specified in the TAB Operations Manual. Matters of fundamental policy or governance shall not be delegated.
6. **Technical Councils.** Technical Councils may be established by the Technical Activities Board for the purpose of providing a continuing mechanism for two or more IEEE Societies, called Member Societies, to work together in a multi-disciplinary technical area of mutual interest, primarily through conferences and publications. The procedures for organizing a new Technical Council and operating an existing Technical Council shall be contained in the TAB Operations Manual.
7. **Technical Council Membership.** A Technical Council has Member Societies but no individual members. In all respects except membership, a Technical Council operates generally like a Society. The representatives on the Technical Councils are to be designated by the Member Societies and are to appoint their own President and other officers. Other policies and operational details shall be specified by each Technical Council.

I-402. Geographic Organization of Members

The geographic organizational units of IEEE are Regions, Areas, Councils, Sections, Subsections, Chapters, Student Branches, Student Branch Chapters, and Affinity Groups. Relevant functions, composition and administrative guidelines and procedures regarding IEEE geographic organizational units are provided in the MGA Operations Manual. More restrictive petition requirements may be adopted within a Region upon the approval of the Member and Geographic Activities Board.

1. Regions. A Region shall be a geographical organizational unit consisting of a part of one, or of one, or of more than one country established by MGAB in accordance with the IEEE Constitution as an operating organizational unit of IEEE for management and administrative purposes to represent and fulfill the missions of IEEE within the territory prescribed.

In intent, all parts of the world are in a Region. The boundaries of the Regions are as follows and shall be further specified in each Region's Bylaws:

Region 1 shall consist of Northeastern USA.

Region 2 shall consist of Eastern USA.

Region 3 shall consist of Southeastern USA and Jamaica.

Region 4 shall consist of Central USA.

Region 5 shall consist of Southwestern USA.

Region 6 shall consist of Western USA.

Region 7 shall consist of the country of Canada.

Region 8 shall consist of Africa, Europe, Greenland, and the countries of Asia west of Pakistan, north and west of Afghanistan, and north of Mongolia and China.

Region 9 shall consist of South America, Central America and the countries of Mexico, Bermuda, the Bahamas Islands, and the Caribbean Islands (except Jamaica).

Region 10 shall consist of the Oceania countries and Asia, excluding the countries of west of Pakistan, north and west Afghanistan, and north of Mongolia and China.

(Reference Appendix A: IEEE Bylaw Updates Approved by IEEE Board of Directors with Future Effectivity Dates)

2. Zones. Zones may be established as parts of a Region. A Zone shall generally consist of several Sections and may be established by the MGA Board to improve member representation at the MGA Board and other MGA Committees.
3. Areas. Areas may be established as parts of a Region. An Area shall generally consist of several Sections, states, provinces, or countries which may be established by the Regional Committee as a management and administrative organizational unit of IEEE to fulfill the communication needs and management/administrative missions of the Region within the territory prescribed.

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4. Geographic Councils. A Council may be formed by agreement of a group of contiguous Sections and it exists at their pleasure. It is formed by the Sections to do only those delegated tasks that can be best done together by the Sections rather than singly by each Section. The Sections retain their recognition as the basic operating, executive, administrative and geographic unit of IEEE. The formation of a Council must be approved by the Regional Director and the Member and Geographic Activities Board.
5. Sections. A Section shall be the basic operating geographic organizational unit of IEEE and shall be constituted by a minimum of fifty (50) IEEE voting members. A Section shall be established with the approval of the Member and Geographic Activities Board by petition of those who live/work in relatively close proximity to be served by activities that further the missions of IEEE.
6. Subsections. A Subsection shall be a part of a Section or Region, constituted by a minimum of twenty (20) IEEE voting members, and established with the approval of MGAB by petition of those who live/work in relatively close proximity to be served by the activities that further the mission of IEEE.
7. Chapters. A Chapter shall be a technical subunit of a Region, one or more Sections or a Geographic Council. There may be single Society Chapters, joint Society Chapters, and Technical Council Chapters. A Chapter shall comprise a minimum of twelve (12) IEEE voting members of a Society, or group of Societies in the case of a joint chapter, and shall be established by petition to the parent geographical and technical organizational units concerned to fulfill the mission of IEEE. In the case of a Technical Council Chapter, a minimum of any twelve (12) IEEE voting members of Council Member Societies in the parent geographical unit shall be required to petition to the geographic unit and to the Technical Council.
8. Student Branches. A Student Branch shall be an operating organizational unit of IEEE constituted by a minimum of twelve (12) IEEE Student Members or Graduate Student Members at a particular college, university, technical institute, or, in unusual circumstances attached to a Section, and established with approval of MGAB by petition to the Region concerned to fulfill the mission of IEEE.
9. Student Branch Chapters. Student Branches may have Student Branch Chapters. A Student Branch Chapter shall be a technical subunit of a Student Branch constituted by a minimum of six (6) Student Members or Graduate Student Members of a Society or group of Societies and established by petition to the parent Student Branch and Society concerned to fulfill the mission of IEEE. A Student Branch Chapter functions in a manner similar to a committee of the Student Branch.
10. IEEE-HKN Chapters. An IEEE-HKN Chapter shall be an organizational unit of IEEE-HKN. The minimum number of members, required reporting, other related activities, and procedures for formation and dissolution shall be specified in the IEEE-HKN Operations Manual.
11. Affinity Groups. An affinity group shall be a non-technical subunit of a Region, one or more Sections or a Geographic Council. An affinity group shall comprise a minimum of six (6) IEEE voting members, who are members of the geographic unit(s) involved, and established by petition to the parent organizational unit(s) or committee concerned to fulfill the mission of IEEE.

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12. Student Branch Affinity Groups. Student Branches may have Student Branch Affinity Groups. A Student Branch Affinity Group shall be a non-technical subunit of a Student Branch constituted by a minimum of six (6) Student Members or Graduate Student Members established by petition to the parent Student Branch and organizational unit or committee concerned to fulfill the mission of IEEE.

I-403. Organization of Standards Membership

1. IEEE SA Membership Qualifications.

Membership in the IEEE SA shall be drawn from:

- Individuals
- Not-for-profit enterprises
- For-profit enterprises

Individuals include IEEE members, IEEE Society affiliates, and individuals who are not otherwise affiliated with IEEE, all of whom shall have shown a demonstrated interest in IEEE standards activities.

Not-for-profit enterprises include but are not limited to organizations, such as a government agency (federal, state, provincial or local), user group, or trade association, that have shown a demonstrated interest in IEEE standards activities.

For-profit enterprises include but are not limited to business corporations, partnerships, limited liability companies, and other forms of business associations.

Further details about IEEE SA membership are given in the IEEE Standards Association Operations Manual.

I-404. IEEE Eta Kappa Nu (IEEE-HKN)

IEEE-HKN shall be an organizational unit of IEEE comprising (i) members of IEEE who have been inducted into the membership of IEEE-HKN, and (ii) members in good standing of Eta Kappa Nu prior to its merger into IEEE who continue to meet the requirements for membership in IEEE-HKN as specified in the IEEE-HKN Operations Manual. The purposes of IEEE-HKN shall be to encourage excellence in education for the benefit of the public by (1) recognizing individuals who have conferred honor upon education and learning by distinguished scholarship, activities, leadership and exemplary character as students in IEEE-designated fields, or by their attainments in these fields, (2) providing educational and financial support to such students, (3) fostering educational excellence in IEEE-designated fields, and (4) providing oversight of the IEEE-HKN membership, chapters, awards and other related activities. The IEEE-HKN Board of Governors (IEEE-HKN-BOG) shall be the governing body of IEEE-HKN and shall report to the Educational Activities Board.

IEEE CONSTITUTION and BYLAWS

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS
ENGINEERS, INC.

3 Park Avenue, 17th Floor
New York, N.Y. 10016-5997, U.S.A.



Adopted by the IEEE Board of Directors 8 January 1963 and incorporating subsequent revisions through 20 November 2023.

The IEEE Board of Directors approves changes to the *IEEE Bylaws* from time to time. This document is updated on a regular basis and the most current version is available at <http://www.ieee.org/bylaws>

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(Effective 1 January 2025)

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THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

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New York, N.Y. 10016-5997, U.S.A.

CONSTITUTION

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ARTICLE I - NAME, PURPOSE AND TERRITORY

Sec. 1. The name of the corporation is The Institute of Electrical and Electronics Engineers, Incorporated, hereinafter called the IEEE.

Sec. 2. Its purposes are: (a) scientific and educational, directed toward the advancement of the theory and practice of electrical, electronics, communications and computer engineering, as well as computer science, the allied branches of engineering and the related arts and sciences; means to these ends include, but are not limited to, the holding of meetings for the presentation and discussion of professional papers, the publication and circulation of works of literature, science and art pertaining thereto and any other activities necessary, suitable and proper for the fulfillment of these objectives; (b) professional, directed toward the advancement of the standing of the members of the professions it serves; means to this end include, but are not limited to, the conduct and publication of surveys and reports on matters of professional

concern to the members of such professions, collaboration with public bodies and with other societies for the benefit of the engineering professions as a whole and the general public, and the promotion of ethical conduct. The IEEE shall not engage in collective bargaining on such matters as salaries, wages, benefits, and working conditions, customarily dealt with by labor unions.

The IEEE shall strive to enhance the quality of life for all people throughout the world through the constructive application of technology in its fields of competence. It shall endeavor to promote understanding of the influence of such technology on the public welfare.

Sec. 3. The character of its scope is transnational and the territory in which its operations are to be conducted is the entire world. In addition to its world-wide operations, the IEEE may engage in activities directed to the interests and needs of members residing in a particular country or area of the world. The

procedure for undertaking such activities shall be specified in the Bylaws.

ARTICLE II - BYLAWS

Sec. 1. Bylaws shall be established as hereinafter set forth, for the purposes of governing the operations and administration of the IEEE. The term "Bylaws" as used in this Constitution refers only to IEEE Bylaws.

Sec. 2. Proposed Bylaw changes and reasons therefore shall be sent to all IEEE Directors at least twenty days before the stipulated meeting of the Board of Directors at which the vote shall be taken. The votes of two-thirds of the members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be required to approve any new Bylaw, amendment or revocation.

ARTICLE III - MEMBERSHIP

Sec. 1. The grades of membership of the IEEE, the member qualifications, privileges and the requirements for admission, transfer and severance pertaining to each grade shall be specified in the Bylaws.

Sec. 2. The term "member" when printed without an initial capital, where used in this Constitution, includes all grades of membership.

Sec. 3. The term "voting member" as used in this Constitution means those members of Member grade or above as defined in the Bylaws.

ARTICLE IV - DUES AND FEES

Sec. 1. Dues and fees shall be specified in the Bylaws.

Sec. 2. Under exceptional circumstances, the payment of dues and fees may be deferred or waived in whole or in part by the Board of Directors.

ARTICLE V - GROUPS OF MEMBERS

Sec. 1. The Board of Directors may authorize the establishment of groups of members for promoting the objectives and interests of the IEEE. The Board of Directors may terminate the

existence of any such group. The Bylaws shall provide for specifications and operating rules for any groups that may be established.

ARTICLE VI - DELEGATES AND DIRECTORS

Sec. 1. The voting members of the IEEE shall elect Delegates-at-large who shall also by virtue of such election be Directors-at-large. The number and method of election of Delegates-at-large and Directors-at-large shall be specified in the Bylaws.

Sec. 2. The territory of the IEEE shall be divided, at the discretion of the Board of Directors, into geographical areas known as Regions, which shall be specified in the Bylaws. The voting members of each Region shall elect a Delegate to the Assembly designated as its Regional Delegate who shall also by virtue of such election be a Director designated as its Regional Director. The method of election of Regional Delegates shall be specified in the Bylaws.

Sec. 3. Certain of the technical areas covered by the IEEE shall be grouped into Divisions. The voting members of each Division shall elect a Delegate to the Assembly, designated as its Divisional Delegate, who shall also by virtue of such election be a Director, designated as its Divisional Director. The method of election of such Divisional Delegates shall be specified in the Bylaws.

Sec. 4. The term of office of the President as a Delegate-at-large and Director-at-large shall be three years beginning with the office of President-Elect. The Bylaws shall provide the term of office of other Delegates elected by the voting members which shall be identical with the term of office as Director. All shall coincide with the fiscal year of the IEEE.

Sec. 5. The terms of office of Directors elected by the Assembly shall be specified in the Bylaws.

Sec. 6. If the Directors shall not be elected on the day designated by law or fixed in the Bylaws, the corporation shall not for that

reason be dissolved; but every Director shall continue to hold office and discharge duties until a successor has been elected.

ARTICLE VII - PRESIDENT

Sec. 1. The President shall be elected by the voting members, by virtue of which election the President shall also be a Delegate-at-large and a Director-at-large for a period of three years. Following the term of one year as President-Elect, the holder of that office shall serve as President in the subsequent year and shall serve as Past President in the year subsequent thereto. The President shall be ineligible to serve a second full term in that office.

ARTICLE VIII - THE ASSEMBLY

Sec. 1. An Assembly composed of Delegates, including Delegates-at-large, shall receive reports and perform such functions as required by law or specified in the Bylaws. The Assembly shall, at its annual meeting, elect Directors-at-large who are not Delegates.

Sec. 2. The annual meeting of the Assembly shall be held in conjunction with the last regularly scheduled meeting of the Board of Directors in each fiscal year of the IEEE. The President of the IEEE shall preside.

Sec. 3. All of the Delegates shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

Sec. 4. Meetings of the Assembly may be held elsewhere than in the State of New York. Additional meetings and provision for special meetings of the Assembly and the manner of giving notice of annual, additional and special meetings shall be specified in the Bylaws.

Sec. 5. The number of Delegates required to constitute a quorum at meetings of the Assembly shall be stated in the Bylaws.

Sec. 6. The presiding officer of the Assembly shall have no vote on the Assembly except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

ARTICLE IX - BOARD OF DIRECTORS

Sec. 1. The Board of Directors shall be the governing body of the IEEE and shall consist of Directors, including Directors-at-large elected by all of the voting members, Directors-at-large elected by the Assembly, and Directors elected by the voting members of a group of members. The President of the IEEE shall preside.

Sec. 2. The number of Directors elected by the voting members together with the number of Directors elected by the Assembly shall be not less than nine nor more than fifty. Except for the filling of interim vacancies as provided in the Bylaws, the number of Directors elected by the voting members shall be not less than sixty percent of the total number of Directors.

Sec. 3. All of the Directors elected by the Assembly shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

Sec. 4. At least one Director shall be a citizen of the United States.

Sec. 5. There shall be an annual meeting of the Board of Directors which shall be the last regularly scheduled meeting in each fiscal year of the IEEE. This annual meeting may be held elsewhere than in the State of New York.

Sec. 6. Additional regular meetings and provision for special meetings of the Board of Directors and the manner of giving notice of annual, additional regular and special meetings shall be specified in the Bylaws.

Sec. 7. The Board of Directors may designate or appoint one or more Committees and Boards, which shall have such powers of the Board of Directors as it may confer upon them from time to time.

Sec. 8. The number of Directors required to constitute a quorum at meetings of the Board of Directors shall be stated in the Bylaws.

Sec. 9. The presiding officer of the Board of Directors shall have no vote on the Board except if the vote is by secret ballot or unless

the Chair's vote can change the outcome of the vote.

ARTICLE X - CORPORATE OFFICERS

Sec. 1. The Corporate Officers of the IEEE shall be the President, the President-Elect, the Vice Presidents as specified in the Bylaws, the Secretary, and the Treasurer. At the discretion of the Assembly, the offices of Treasurer and Secretary may be held concurrently by one person.

Sec. 2. Corporate Officers, other than the President and the President-Elect, to be elected by the Assembly, by all of the voting members or by the voting members of a group of members, shall be specified in the Bylaws. Corporate Officers, by virtue of such election, shall be Directors, but not Delegates. Other Officers shall be appointed by the Board of Directors and as such will be neither Directors nor Delegates.

Sec. 3. Except for the President-Elect, whose term of office as such shall be for one year and who shall thereafter hold the office of President for the subsequent year and the office of Past President for the year subsequent thereto, the term of office for all Corporate Officers shall be for one year and shall terminate at the end of the fiscal year of IEEE, or at such later time as their successors are elected and accepted.

Sec. 4. No Corporate Officer or Director shall receive, directly or indirectly, any salary, traveling expenses, compensation, or emolument from the IEEE either as such Officer or Director or in any other capacity, unless authorized by the Bylaws or by the concurring vote of two-thirds of all the Directors present at a regularly constituted meeting.

Sec. 5. No Corporate Officer or Director shall be interested, directly or indirectly, in any contract relating to the operations of the IEEE, nor in any contract for furnishing supplies thereto, unless authorized by the Bylaws or by the concurring vote of two-thirds of the Directors present at a regularly constituted meeting.

ARTICLE XI - VACANCIES

Sec. 1. The existence of a vacancy in the Board of Directors or among the Corporate Officers shall be determined by the Board of Directors or in accordance with the Bylaws.

Sec. 2. Vacancies on the Board of Directors or among the Corporate Officers shall be filled in accordance with the Bylaws.

ARTICLE XII - NOMINATIONS AND ELECTIONS

Sec. 1. The Board of Directors shall submit annually to all voting members a list of nominees for Delegates, the President-Elect, and such other Officers as may be specified in the Bylaws to be elected by the voting members for the coming term. Submission may be by notice in an IEEE publication which is distributed to all voting members.

Sec. 2. The method of making nominations and the schedule for elections shall be specified in the Bylaws.

Sec. 3. Nominations by petition for the offices named in Section 1 of this Article may be made by letter to the Board of Directors setting forth the name of the proposed candidate and the office for which the candidate is desired to be nominated. The required number of signatures on such petition and the date of receipt shall be specified in the Bylaws.

Sec. 4. The Bylaws shall specify the annual closing date for the list of voting members entitled to vote, and shall specify the date by which, and the manner in which, votes shall be cast.

Sec. 5. For elective offices of the IEEE other than those named in Section 1 of this Article, methods of nomination and election, including alternate means of nomination by individual voting members, shall be specified in the Bylaws.

ARTICLE XIII - MANAGEMENT

Sec. 1. The President shall be the Chief Executive Officer of the IEEE and shall preside at meetings of the Assembly, all meetings of the

Board of Directors and at meetings of any other bodies as may be specified in the Bylaws, at which the President may be present. The President shall be an ex officio member of every Board and Committee. The President may visit groups of IEEE members and promote the objectives of the IEEE.

Sec. 2. The President-Elect shall perform such tasks as are delegated by the President or as may be specified in the Bylaws.

Sec. 3. In the absence of the President, the President-Elect shall preside and shall perform such tasks as are delegated by the President or as may be specified in the Bylaws.

Sec. 4. The Secretary, under the direction of the Board of Directors, shall have general supervision of the keeping of records of meetings, activities, membership and any other records required by law.

Sec. 5. The Treasurer, under the direction of the Board of Directors, shall have general supervision of the fiscal affairs of the IEEE and shall be responsible for the keeping of records thereof.

Sec. 6. Stewardship and fiduciary responsibility for IEEE assets shall be the responsibility of the Board of Directors.

Sec. 7. The fiscal year of the IEEE shall be defined in the Bylaws.

Effective 21 December 2022

ARTICLE XIV - AMENDMENTS

Sec. 1. Amendments to this Constitution shall be made by a vote of the voting members. They may be proposed by the Board of Directors or by petition. A resolution adopted by vote of at least two-thirds of those present at a regularly constituted meeting of the Board of Directors is necessary to submit a proposed amendment to the voting members. A petition must meet two requirements: a petition must be signed by at least one-third of one percent (0.333%) of the total number of IEEE voting members in each Region; and at least one percent (1%) of the total number of IEEE voting members, as listed in the official membership records of the IEEE at the end of the previous year. A copy of such proposed amendment or amendments, if lawful, shall be distributed to each voting member at least sixty days before the date designated for counting the votes. Voting shall be in accordance with the Bylaws.

Sec. 2. A vote of at least two-thirds of all votes cast, provided the total number of those voting is not less than ten percent of the total number of voting members, in favor of an amendment is necessary for adoption. Voting members shall be notified as soon as practicable by notice in a publication going to all voting members.

Sec. 3. Amendments to this Constitution shall take effect thirty days after adoption, but if by amendment Officers and Officers-elect are changed in status or the number of Directors is reduced, each Officer and each Director shall continue to serve until the term expires.

BYLAWS OF THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

Adopted by the IEEE Board of Directors 8 January 1963, and
incorporating subsequent revisions through 20 November 2023.

I-100. MEMBERSHIP

I-101. Grades

1. The grades of IEEE membership and their abbreviations are:

- a) Honorary Member H or HIEEE
- b) Fellow F or FIEEE
- c) Senior Member SM or SMIEEE
- d) Member M or MIEEE
- e) Associate Member AM or AMIEEE
- f) Graduate Student Member GSM or GSMIEEE
- g) Student Member StM or StMIEEE

When the status of Life Member, as defined in IEEE Bylaw I-102.2, is attained these abbreviations may be preceded with an L.

Members of IEEE who have been recognized as Members of IEEE-Eta Kappa Nu (IEEE-HKN), may use the additional title Member, IEEE-Eta Kappa Nu (abbreviated Member, IEEE-HKN).

Members of IEEE who have been recognized as Eminent Members of IEEE-Eta Kappa Nu (IEEE-HKN) may use the additional title Eminent Member, IEEE-Eta Kappa Nu (abbreviated Eminent Member, IEEE-HKN).

Where used in these Bylaws, the term 'member,' when printed without an initial capital letter, includes all grades of membership.

I-102. Categories

1. Categories. The following categories of IEEE membership are:

Electronic Membership
 Life Members
 Minimum Income
 Permanently Disabled
 Retired
 Unemployed

Requirements to qualify for these categories of membership shall be specified in the IEEE Policies, except for Life Members which shall be defined in these Bylaws.

2. Life Members. The designation "Life Member" is applicable only to a member who has attained the age of 65 years and who has been a member of IEEE for such a period that the sum of his/her age and his/her years of membership equals or exceeds 100 years. The designation of "Life Member" shall be effective on 1 January of the year immediately succeeding the year in which the requirement for the Life Member category has been satisfied.
3. IEEE-Eta Kappa Nu (IEEE-HKN). The designation IEEE-HKN shall be applicable only to (i) any person who has been inducted into the membership of IEEE-HKN, or (ii) a Member or Eminent Member of Eta Kappa Nu in good standing prior to its merger into IEEE who continues to meet the requirements for membership in IEEE-HKN.

I-103. Affiliates

1. Definition. The designation "IEEE Society Affiliate" refers to individuals who are not IEEE members but who are entitled to participate in certain activities of the Society. The Technical Activities Board shall establish the qualifications for Society Affiliates and the associated rights and privileges within the Society. Dues shall be established by the Board of Directors. Affiliates do not qualify for any special membership categories as defined in IEEE Bylaw I-102.1.

I-104. Qualifications

1. Honorary Member. The title of Honorary Member may be conferred by the IEEE Board of Directors on those individuals, not members of IEEE, who have rendered meritorious service to humanity in IEEE's designated fields of interest. An affirmative vote of two-thirds of the members of the IEEE Board of Directors present at the time of the vote, provided a quorum is present, shall be required for conferment at a regularly constituted meeting.
2. Fellow. The grade of Fellow recognizes unusual distinction in the profession and shall be conferred by the Board of Directors upon a person with an outstanding record of accomplishments in any of the IEEE fields of interest (Bylaw I-104.11). The accomplishments that are being honored shall have contributed importantly to the advancement or application of engineering, science and technology, bringing the realization of significant value to society. The nominee shall hold Senior Member grade at the time the nomination is submitted and shall have been a member in good standing in any grade for a period of five years or more preceding 1 January of the year of elevation.

Additional eligibility requirements for nominees and others involved in the submission and evaluation process, as well as other related procedures, shall be specified in the IEEE Fellow Committee Operations Manual. The year of elevation to the grade of Fellow is the year following approval by the Board of Directors conferring the grade of Fellow. Members elevated to the Fellow grade may use the title immediately following approval by the Board of Directors. All those elevated will receive a certificate and pin.

3. Senior Member. The grade of Senior Member is the highest for which application may be made and shall require experience reflecting professional maturity. For admission or transfer to the grade of Senior Member, a candidate shall be an engineer, scientist, educator, technical executive, or originator in IEEE-designated fields (Bylaw I-104.11).

The candidate shall have been in professional practice for at least ten years and shall have shown significant performance over a period of at least five of those years, such performance including one or more of the following:

- a) Substantial responsibility or achievement in one or more of IEEE-designated fields; or
- b) Publication of papers, books, or inventions in one or more of IEEE-designated fields; or
- c) Technical direction or management of important work with evidence of accomplishment in one or more of IEEE-designated fields; or
- d) Recognized contributions to the welfare of the professions encompassed by one or more of the IEEE-designated fields; or
- e) Development or furtherance of important courses in one or more of the IEEE-designated fields at an accredited institution; or
- f) Contributions equivalent to those of (a) to (e) in areas related to IEEE-designated fields, provided these contributions serve to advance progress substantially in IEEE-designated fields.

4. Member. The grade of Member is limited to those who have satisfied IEEE-specified educational requirements and/or who have demonstrated professional competence in IEEE-designated fields of interest. For admission or transfer to the grade of Member, a candidate shall be either:

An individual who shall have received a three-to-five year university-level or higher degree (i) from an accredited institution or program and (ii) in an IEEE-designated field, both of which are defined in IEEE Bylaw I-104.11; or

- b) An individual who shall have received a three-to-five year university-level or higher degree from an accredited institution or program and who has at least three years of professional work experience engaged in teaching, creating, developing, practicing or managing in IEEE-designated fields; or
- c) An individual who, through at least six years of professional work experience, has demonstrated competence in teaching, creating, developing, practicing or managing within IEEE-designated fields.

5. Associate Member. The grade of Associate Member is designed for technical and non-technical applicants who do not meet the qualifications for Member grade, but who would benefit through membership and participation in IEEE, and for those who are progressing, through continuing education and work experience, towards the qualifications for Member grade.
6. Graduate Student Member.
 - a) A Graduate Student Member must qualify for Member grade and carry at least 50% of a normal full-time academic program as a registered graduate student in a regular course of study in IEEE-designated fields. The total cumulative period for a member to hold the Student Member grade and/or the Graduate Student Member grade shall be limited to 8 years.
 - b) Graduate Student Members, upon graduation or upon reaching the total cumulative 8-year limit as a Student Member and/or Graduate Student Member (whichever occurs first), shall be transferred to Member grade.
7. Student Member.
 - a) A Student Member must satisfy the following conditions (1) carry at least 50% of a normal full-time academic program as a registered undergraduate or graduate student in a regular course of study in IEEE-designated fields; and (2) not yet qualify for Member grade. The total cumulative period for a member to hold the Student Member grade and/or the Graduate Student Member grade shall be limited to 8 years.
 - b) Student Members, upon graduation or upon reaching the 8-year limit (whichever occurs first), with at least a baccalaureate or higher degree (or its equivalent) from an accredited institution in an IEEE-designated field shall be transferred to Member grade.
 - c) Student Members other than those qualifying under subparagraph (b), upon graduation or upon reaching the 8-year limit (whichever occurs first) shall be transferred to Associate Member grade.
8. Course Completion Equivalent. Graduation from a course of at least 18 months duration of study in a curriculum related to IEEE-designated fields may be accepted as equivalent to one year's professional experience.
9. Graduate Work Equivalent. Full-time graduate work, or part-time graduate work with teaching or research, in IEEE-designated fields, may be accepted as equivalent to professional experience.
10. Time Requirements. The time requirements for admission or transfer to any grade of membership may be satisfied by applying pro rata the experience of the candidate under the various alternative requirements for the grade.
11. The IEEE-designated fields are:
 - Engineering;
 - Computer sciences and information technology;

- Biological and medical sciences;
- Mathematics;
- Physical sciences;
- Technical communications, education, management, law and policy.

Revisions to IEEE-designated fields shall be by action of the IEEE Board of Directors upon recommendation by the IEEE Technical Activities Board.

An accredited institution or program signifies that a governmental or non-governmental entity has attested to the adequate quality of the academic enterprise.

12. Statement of Non-Prejudice. Admission to membership in IEEE in any grade shall not be affected by the race, religion, nationality, or sex of the applicant.

13. Member Obligations and Standing.

- 1) Membership in IEEE in any grade shall carry the obligation to:

- a) Abide by the IEEE Constitution, Code of Ethics, Bylaws and Policies;
- b) Support the enhancement of IEEE principles, objectives and activities; and
- c) Meet the monetary obligations required for membership such as the payment of dues and applicable assessments. In addition, Life Members shall be obligated to confirm annually the desire to continue to receive services and publication(s) to which they are entitled.

- 2) Member In Good Standing.

- a) When applied to an IEEE member, the term *member in good standing* shall mean an IEEE member of any grade who is not under suspension.
- b) When applied to a member of another technical or scientific society, the term *member in good standing* shall adopt the meaning of the term as it is used by that specific society.

14. Suspended Member Privileges. Members under IEEE suspension shall be regarded as members not in good standing and, for the period of their suspension, denied member privileges with the exception of member insurance benefits.

I-105. Privileges

1. Honorary Members. Honorary Members shall be entitled to all rights and privileges of IEEE except the right to hold office therein, including the use of HIEEE or "IEEE Honorary Member" in their signature blocks, and on business cards, letterheads and such.

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2. Fellows. Fellows shall be entitled to all rights and privileges of IEEE, including the use of FIEEE or "IEEE Fellow" in their signature blocks, and on business cards, letterheads and such.
3. Senior Members. Senior Members shall be entitled to all rights and privileges of IEEE except the right to serve on the Fellow Committee. Senior Members may use SMIEEE or "IEEE Senior Member" in their signature blocks, and on business cards, letterheads and such.
4. Members. Members shall be entitled to all rights and privileges of IEEE except the right to hold (1) any corporate office, (2) the office of Director, (3) membership on the Admission and Advancement Committee, the Awards Board, the Fellow Committee, the Member and Geographic Activities Board, as specified in IEEE Bylaw I-303.5, the IEEE-USA Board, the PROCEEDINGS OF THE IEEE Editorial Board, or the IEEE Thesaurus Editorial Board. Members may use MIEEE or "IEEE Member" in their signature blocks, and on business cards, letterheads and such.
5. Associate Members. Associate Members shall be entitled to attend meetings of IEEE members, to vote only on matters presented to groups of members (such as Societies and Sections), and to be appointed on committees with the right to vote when specifically approved by the Board of Directors. (See Bylaw I-309.) Associate Members may use AMIEEE or "IEEE Associate Member" in their signature blocks, and on business cards, letterheads and such.
6. Graduate Student Members. Graduate Student Members shall have the rights and privileges of Members. Graduate Student Members may use GSMIEEE or "IEEE Graduate Student Member" in their signature blocks, and on business cards, letterheads and such.
7. Student Members. Student Members shall have the rights and privileges of the Member grade, except the right to vote. Additional rights and privileges or limitations thereof, if any, shall be specified by the Member and Geographic Activities Board. Student Members may use StMIEEE or "IEEE Student Member" in their signature blocks, and on business cards, letterheads and such.
8. Life Members. Life Members have those privileges associated with their grade immediately before becoming a Life Member or with such higher grade to which they may be advanced.
9. Electronic Membership. Members who qualify and select Electronic Membership shall have all the rights and privileges associated with their grade of membership or with such higher grade to which they may be advanced, except as otherwise provided in the IEEE Policies.

The foregoing notwithstanding, the rights and privileges of members and affiliates shall be limited from time to time to the extent necessary to comply with all applicable laws and regulations.

I-106. Application/Nominations-Requirements; References; Submission Procedures; Reapplication; Appeals

Applications and nominations for admission to IEEE membership, or for advancement to a higher grade of membership, shall be made on forms provided by IEEE and shall embody a record of the applicant's technical education and career. The names of references shall be provided as specified in this Bylaw. References shall be requested to complete and submit the confidential form prescribed by IEEE, commenting on the qualifications of the applicant or nominee, as the case may be.

1. Reference Requirements. Applications for membership shall indicate names of references as follows:

For admission or elevation to Senior Member grade – three Fellows, Senior Members, or Honorary Members.

For admission to Member or Student grade – none required.

For elevation from Associate Member to Member grade – none required.

2. References by Non-Members. If an applicant or nominee for admission or elevation to Senior Member grade is not known by the number of IEEE members specified in Bylaw I-106.1 who would have sufficient personal knowledge of the applicant's accomplishments to serve as a reference, IEEE at its discretion may accept other references who are familiar with the applicant's professional work; such references preferably should be professionals of standing in IEEE-designated fields.
3. Member and Geographic Activities Board Scope of Action. The Member and Geographic Activities Board is authorized to act for the Board of Directors to coordinate, encourage, and support membership development and to administer admissions and grade advancements, all in accordance with policies, rules, and procedures approved by the Board of Directors and excepting matters pertaining to the Honorary Member and Fellow grades. Questions of interpretation, waivers of requirements, and issues involving two or more Major Boards shall be referred to the Board of Directors for resolution.
4. Submission of Application/Nomination. An application or nomination for admission or elevation may be submitted (1) by a candidate, or (2) on behalf of a candidate by a sponsor, such as an IEEE member or an IEEE organizational unit (such as a Chapter, Section, or Society).
 - a) When an application or nomination is submitted for admission to Associate Member or Member grade, the candidate shall be notified of the action by or on behalf of the Admission and Advancement Committee.
 - b) When the application or nomination for admission or elevation to Senior Member grade, or elevation to Member grade is submitted by a sponsor, the sponsor shall be notified of the action by or on behalf of the Admission and Advancement Committee and, if the action is affirmative, the candidate also shall be notified.

Elevations shall become effective on the date of action by the Admission and Advancement Committee unless payment of dues or fees is required, in which case the date of receipt of the dues or fees from the candidate shall be the effective date.

The requirement for an application, with references, shall be waived for the orderly progression from Student Member to Associate Member or Member grade.

5. Senior Member Application. Senior Member grade is the highest grade for which application may be made for admission or advancement. Elevations to Fellow grade and conferment of Honorary Member grade are by the Board of Directors, following nomination and review procedures given in the IEEE Policies and Bylaw I-305, respectively.

6. Admission and Advancement Committee. Applications for admission or advancement in grade shall be referred to the Admission and Advancement Committee, a committee of the Member and Geographic Activities Board. Procedures for elevations shall be established by the Admission and Advancement Committee. The Admission and Advancement Committee may delegate to the IEEE Executive Director, or the IEEE Executive Director's appointed representative, authority to elevate or transfer applicants to the grade of Student Member, Associate Member, Graduate Student Member or Member when there is evidence that the requirements of Bylaw I-104 have been fulfilled. When so authorized, the IEEE Executive Director shall render regular reports to the Admission and Advancement Committee of the elevations and transfers so processed.
7. Reapplication. A reapplication for admission or advancement in grade may be made after the expiration of one year from the date of a rejection.
8. Appeal Committee. A candidate whose application for admission or grade advancement is denied by the Admission and Advancement Committee may appeal the decision through an Admission and Advancement Appeal Committee. Notification of the appeal and its rationale are to be sent to the Vice President - Member and Geographic Activities, with a copy to the MGAB Staff Secretary.

The Appeal Committee will be comprised of the Vice President - Member and Geographic Activities, the Vice President - Technical Activities, and the Vice President - Educational Activities.

I-107. Organizational Units Defined; Hierarchy, Structure and Membership Types

1. Definition. An IEEE organizational unit is a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law.
2. Hierarchy. Each IEEE organizational unit shall be an integral part of IEEE and not a separate organization.
3. Membership. Membership in an organizational unit may be automatic, that is, by virtue of being an IEEE member, or it may be by member choice.
4. Requirement. Membership in an organizational unit may require dues, assessments, or other forms of payment.
5. Structure. An organizational unit may contain other organizational units.
6. Boards. The board of any organizational unit, referred to as Major Boards listed in IEEE Bylaw I-303, shall be deemed to be a Committee of IEEE within the meaning of the New York Not-for-Profit Corporation Law.

I-108. Dues, Assessments, and Fees

1. Definitions.
 - a) IEEE Dues. IEEE Dues are the basic (core) costs for membership in IEEE and must be paid by all members. They can only be levied or changed by the Board of Directors.

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In conjunction with membership development activities designed to promote membership the Managing Director, Member and Geographic Activities is granted the authority to offer discounting up to 25% of the IEEE membership dues.

- b) Organizational Unit Dues. Organizational Unit Dues are "member choice" payments for membership in an organizational unit to which it is not mandatory for an IEEE member to belong.
- c) Assessments. Assessments are payments required of members by virtue of their automatic membership in an organizational unit.
- d) Fees. Fees are "member choice" payments for products and services offered to the membership on an optional basis (e.g., subscriptions to periodicals).

IEEE Dues and Assessments shall be specified elsewhere in these Bylaws.

2. Assessments and Changes Thereto. Assessments that apply to all IEEE members shall be approved by action of two-thirds of the votes of the Board of Directors present at the time of the vote, provided a quorum is present.

Changes in assessments for ABET shall be approved by action of two-thirds of the votes of the Board of Directors present at the time of the vote, provided a quorum is present.

Changes in assessments other than those named above, and that apply to a specific organizational unit, and not to all IEEE members, shall be brought to the Board of Directors for consideration. The Board of Directors may either approve the change by action of two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present, or require, by a majority vote, that all IEEE voting members of the organizational unit be given the opportunity to express their opinion. If their opinion is required, all eligible members of the organizational unit shall be sent written notice and ballots at least 30 days in advance of the close of balloting. If a majority of those members voting on the issue are in favor of the new assessment, the change may be brought back to the Board of Directors and approved by action of two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present.

3. Payments. Any "member choice" payments shall be handled in accordance with the operating rules as specified in the operations manual of the organizational unit receiving them. Other payments, except as noted in other paragraphs of these Bylaws, shall be set by the Board of Directors.
4. Annual Dues Period; Billing Cycle; Termination and Reinstatement; Proration Schedule; Waiver or Reductions; Methods of Payment. The annual dues period or membership year shall be 1 January to 31 December.

Should dues and applicable assessments remain unpaid as of 1 March in any membership year, membership shall be automatically terminated, including all privileges and rights, including the right to receive products and services associated with membership. Notification of membership termination shall be provided to an affected member, along with information as to procedures for reinstatement.

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The procedures for billing schedule; proration schedule; waiver reduction and acceptable methods of payment of members' dues, assessments and fees; termination of membership and reinstatement of membership shall be specified in the IEEE Policies.

5. IEEE Dues. Using one-hundred thirty-four dollars (USD 134.00) as a base, IEEE dues for all grades other than Student Member and Graduate Student Member, except as noted in other paragraphs of this Bylaw, shall be adjusted annually beginning in 2011 to reflect the change in the three-year average of the minimum for each year of the following consumer price indices of the Advanced Economies, the World, the U.S., and the Emerging and Developing Economies as published by the International Monetary Fund from such average in the preceding year. All fractional amounts shall be rounded to the nearest whole dollar. There shall be no dues and assessments for Honorary Members.

Reduction or waivers of dues for certain categories of membership shall be specified in the IEEE Policies.

The amount allocated to Regions, Sections, Chapters, Affinity Groups and Student Branches will equal 12% of member dues.

6. Assessments. In addition to the IEEE dues, the following annual assessments shall apply.

- A. IEEE-USA and ABET Annual Assessments.

For members other than Student Member and Graduate Student Member, who belong to Regions 1-6 and reside within the United States, there shall be an assessment which shall support IEEE-USA. Using an assessment of forty-five dollars (USD 45.00) as a base, the assessment shall be indexed each year to reflect the change in the three-year average of the U.S. consumer price index published by the U.S. Bureau of Labor Statistics, rounded to the nearest whole dollar, beginning with the 2018 dues.

For members other than Student Member and Graduate Student Member, who belong to Regions 1-6 and reside within the United States, three dollars (USD 3.00) shall be accounted for in an ABET reserve bookkeeping account which shall support exclusively IEEE's ABET dues and associated operating expenses by the Educational Activities Board. Beginning with the 2006 membership year, and continuing in each subsequent year, this assessment shall be increased by one dollar (USD 1.00) each time the following two criteria are met: (1) IEEE expenses for ABET dues and associated operating expenses exceed proceeds from this assessment by more than USD 100,000 in the immediately preceding membership year; and (2) the ABET reserve has less than 110% of the expected expenditures for the immediately succeeding membership year.

- B. Regional Assessments.

For members other than Student Member and Graduate Student Member, belonging to each of the following Regions, the respective assessment shall apply:

Region 1, five dollars (USD 5.00) for Region 1

Region 2, two dollars (USD 2.00) for Region 2

Region 3, two dollars (USD 2.00) for Region 3

Region 4, three dollars (USD 3.00) for Region 4

Region 5, five dollars (USD 5.00) for Region 5

Region 6, three dollars (USD 3.00) for Region 6

Region 7, nineteen dollars (USD 19.00) for Region 7

Region 8, thirteen dollars (USD 13.00) for Region 8

Region 9, four dollars (USD 4.00) for Region 9

Region 10, five dollars (USD 5.00) for Region 10

C. Section Assessments.

There shall be a twenty-five dollar (USD 25.00) assessment for members, other than Student Members and Graduate Student Members, who are members of a Section in Japan. The assessment shall be allocated to each of the Sections in Japan based on the member's Section assignment and shall be used to support the activities of the respective Sections.

D. European Public Policy Assessment.

There shall be a five dollar (USD 5.00) assessment for members, other than Student Members and Graduate Student Members, who are members from Region 8 within the countries specified in Bylaw I-305. The assessment shall be used to support the development of public policy and related activities for the benefit of the profession and public in Europe.

7. Student Member and Graduate Student Member Dues. IEEE dues for the Student Member and Graduate Student Member grades shall be thirty-two dollars (USD 32.00) per year in Regions 1-7 and twenty-seven dollars (USD 27.00) in Regions 8-10.

Student Members and Graduate Student Members in good standing transferring to any other grade upon graduation, shall pay graduated dues, assessments, and Society dues following graduation as follows, provided membership is maintained without loss of continuity during these years:

- First Year 50%
- Second Year 100%

This program shall be available to members on a one-time lifetime basis. Once a member has taken advantage of this benefit it cannot be claimed again.

An IEEE Student Member or an IEEE Graduate Student Member may join as many of the IEEE Societies as serve the member's interests and may subscribe to Society periodical options available to Society members. The Student and Graduate Student membership dues and optional periodical prices shall be established annually by the individual Societies/Councils/Committees.

If no specific rates are provided, Student Member and Graduate Student Member Society dues will not exceed 50% of Member dues, and Student Member and Graduate Student Member subscription rates for optional periodicals will not exceed 75% of Member rates. Individual dues will be rounded up to the next whole dollar.

8. Members-Dues Waived. Dues and assessments, if any, shall be waived on 1 January of the year following attainment of Life Member status as defined in Bylaw I-102.2. In determining the required years of membership, the following rules shall apply:
 - a) Only years in which membership dues were paid shall be counted;
 - b) Years of Student and Graduate Student membership shall be counted; and
 - c) Years of membership need not be consecutive.

Life Membership in IEEE entitles the member to the privileges specified in IEEE Bylaw I-105.8. In addition, Life Members shall be entitled to receive, free of charge, the services and publication(s) provided for the basic IEEE dues and assessments, on the condition that the Life Member confirms each year that such services and publication(s) are still desired. Life Members shall receive an annual election ballot on the condition that the Life Member confirms each year that the Life Member desires to receive an annual election ballot.

An individual who has had not less than five years of Society or IEEE SA membership, immediately prior to attaining Life Membership, or completes such five-year period of membership while a Life Member, may continue a Life Membership in such Society or IEEE SA, respectively, without dues payment. Life Membership in a Society or IEEE SA entitles the member to receive, free of charge, the services and publication(s) provided for the basic Society dues or IEEE SA dues, as the case may be, on the condition that the Life Member confirms each year that such services and publication(s) are still desired.

I-109. Resignation

1. Written Notice. A member in good standing may resign by submitting a written resignation to the IEEE Secretary.
2. Approval to Resume Membership. Subject to the approval of the Admission and Advancement Committee, a resigned member may resume membership upon payment of the current dues, assessments, and fees, as appropriate. Continuity of membership(s) may be obtained by payment of the dues and any assessments or fees pertaining to the lapsed years.

I-110. Misconduct Complaints and Support

1. Misconduct Complaints. Any individual may file a misconduct complaint against a member, or non-member engaged in an IEEE activity, through the process defined in the IEEE Policies.

Employee related disputes, standards development disputes, disputes related to conferences, society-society disputes, scholarly publication misconduct, and inappropriate financial activities, may be directed for review and action to the Organizational Unit within IEEE charged with overseeing the issue(s) related to the misconduct or dispute.

Only those complaints reported within: (i) 5 (five) years of the date of alleged act of misconduct; or (ii) 5 years from when discovery of the alleged misconduct is first made in circumstances where such discovery could not have reasonably been made sooner through no fault of the complainant, whichever is later, shall be considered by the Ethics and Member Conduct Committee (EMCC) process.

The detailed procedures and requirements related to the filing of complaints, investigations, timelines, hearing board procedures, and required reports shall be specified in IEEE Policy 7.10.

2. Cause for Expulsion, Suspension, Member Grade Revocation, Censure, or Disciplinary Action. Cause shall mean conduct that is determined to be:

- a material violation of the IEEE Code of Ethics, or
- a material violation of the IEEE governing documents, IEEE Operations Manuals, and other internal and external rules and regulations that affect the membership and activities of IEEE, or
- other conduct that is seriously prejudicial to IEEE.

A member of IEEE may face disciplinary action, as defined in IEEE Policies 7.10, up to and including expulsion, suspension, revocation of Senior or Fellow Member grade, or censure.

Non-members participating in an IEEE activity may face disciplinary action, as defined in IEEE Policies 7.10.

Sanctions and other disciplinary action shall be taken against any member found to have been responsible for misconduct. Disciplinary action shall be taken against any non-member found to have been responsible for misconduct while participating in an IEEE activity.

3. Rights and Privileges. The rights or privileges of membership, as defined in IEEE Bylaw I-105, shall be denied to a member expelled or suspended (during the period of suspension and including service on committees and boards, at all levels). Service on committees and boards, at all levels, may also be denied to a member or non-member participating in an IEEE activity against whom disciplinary action has been taken.
4. Hearing Board. The IEEE President, with the concurrence of the IEEE Board of Directors, shall appoint a hearing board to hear each complaint when such action has been initiated by the IEEE Ethics and Member Conduct Committee against an IEEE member.

The hearing board shall base its decisions only on testimony and other evidence presented at the hearing. The member named in the complaint or such member's authorized representative shall have an opportunity at such hearing to present testimony and other evidence and to confront the evidence supporting the complaint.

A finding by the hearing board that the member's conduct constitutes cause, as set forth in Bylaw I-110.2, shall require an affirmative vote of two-thirds of votes of the members of the hearing board present at the time of the vote, provided a quorum is present. The hearing board may either (i) recommend to the Board of Directors the sanction to be imposed or

(ii) request that the Board determine the sanction to be imposed. All findings and recommendations by the hearing board shall be in writing.

The Board of Directors shall review the findings and recommendations as to sanction, if any, made by the hearing board.

5. Sanctions. Recommendations by the hearing board and determinations by the Board of Directors as to sanctions, as defined below, shall be made by the hearing board or the Board of Directors on the basis of the severity of the wrongful conduct of the individual, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors that the hearing board or the Board of Directors considers relevant in the circumstances of the particular case.

The sanctions which may be imposed by the Board of Directors are as follows:

- a) Censure which shall mean an official reprimand. Such reprimand shall be in the form of a letter from the IEEE Board of Directors.
 - b) Revocation which shall mean that the individual shall no longer be entitled to the rights and privileges of a member grade held at the Senior or Fellow level and shall be reassigned to a membership grade at the discretion of the IEEE Board of Directors.
 - c) Suspension which shall mean that all rights and privileges, as defined in IEEE Bylaw I-105, associated with the member grade held, as defined in IEEE Bylaw I-101, at the time the suspension begins, shall cease for the period of the suspension. The hearing board shall make a recommendation on the time period for suspension.
 - d) Expulsion which shall mean that the individual shall no longer be a member of IEEE. All rights and privileges of membership shall cease and the individual shall be removed from the membership rolls of IEEE.
6. Final Action by the IEEE Board of Directors. The final action of the Board of Directors shall be by recorded ballot at a meeting of the Board of Directors. If the complaint was signed by a Director, such Director shall not be eligible to vote. Any other Director may disqualify himself or herself on his or her own motion or be disqualified by an affirmative vote of the Directors voting on the question.

An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to sustain the hearing board's findings as to cause and to sustain any recommendations by the hearing board as to sanction.

In the event that the Board of Directors sustains a finding by the hearing board as to cause, but either the hearing board made no recommendation as to sanction, or the sanction recommended by the hearing board is not sustained by the Board of Directors, then the sanction shall be determined by an affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present. The Board of Directors may reduce, but shall not increase, the sanction recommended by the hearing board.

Final action by the Board of Directors shall consist of the recorded ballots and findings made in writing on the issues of cause and sanction, in accordance with IEEE Bylaw I-110.6.

7. Notifications. The Board of Directors shall notify the member(s) charged of the decision taken. Expelled members' names shall be dropped from the membership rolls of IEEE.

The Board of Directors, at its discretion, may notify the membership of any expulsion, suspension, or censure. Notification may include a statement of the circumstances surrounding such action. Any such publication or notice to IEEE members shall be issued through the office of the IEEE Executive Director.

8. Readmission. Notwithstanding anything in these Bylaws to the contrary, an affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to approve the readmission to membership of a former member who has been expelled under the provisions of this Bylaw.
9. Misrepresentation. If information is presented to the Ethics and Member Conduct Committee (EMCC) indicating that the application for membership or transfer to a higher grade contains material misrepresentations or false statements, the EMCC shall investigate and provide the member an opportunity to submit an explanation. If the EMCC concludes that such application contains material misrepresentations or false statements, the membership shall be terminated and the member notified. All such actions taken by EMCC shall be reported to the IEEE Board of Directors.
10. Requests for Support. IEEE may offer support to engineers and scientists involved in matters of ethical principle that stem in whole or in part from adherence to the principles embodied in the IEEE Code of Ethics, and that can jeopardize a person's livelihood, can compromise the discharge of the person's professional responsibilities, or that can be detrimental to the interests of IEEE or of the engineering profession. All requests for support containing allegations against persons not members of IEEE or against employers or others, and matters of information considered to be relevant to the ethical principles or ethical conduct supported by IEEE shall be submitted initially to the Ethics and Member Conduct Committee. Requests for support shall not include requests that the Ethics and Member Conduct Committee support a member who is the subject of a complaint as set forth in Bylaw I-110.1. IEEE support of persons requesting assistance or amicus curiae participation in legal proceedings shall be limited to issues of ethical principle.

The Ethics and Member Conduct Committee, following a preliminary investigation of any requests for support received, shall submit a report to the Board of Directors, which shall include findings and recommendations for consideration by the Board of Directors. The Board of Directors may, if it deems it appropriate to do so, appoint an advisory board to assist it in considering such report. On the basis of information available, the Board of Directors may thereafter offer support to the person making the request as appropriate to the circumstances and consistent with Section 7.11 of the IEEE Policies.

The Board of Directors may publish findings, opinions, or comments in support of the person and take such further action as may be in the interests of that person, IEEE, or the engineering profession.

I-111. Removal or Suspension of Delegates, Directors, and Officers

1. Vote to Remove Delegate/Director-Officer. A Delegate/Director-Officer elected by the voting members of IEEE may be removed, with or without cause, by vote of the voting members of IEEE, as follows:
 - a) Within thirty (30) days following either (i) the affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, on a motion to remove such Delegate/Director-Officer, or (ii) the receipt by IEEE Headquarters or Operations Center of a petition signed by at least 10% of the total number of voting members of IEEE moving for the removal of such Delegate/Director-Officer, a ballot on such motion shall be submitted to the voting members of IEEE.
 - b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director-Officer, such Delegate/Director-Officer shall be removed from such positions.
2. Vote to Remove Delegate/Director-Officer of an Organizational Unit. A Delegate/Director-Officer elected by the voting members of an IEEE organizational unit may be removed from office, with or without cause, by a vote of the voting members of the IEEE organizational unit who elected that person, as follows:
 - a) Within thirty (30) days following either (i) the affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, on a motion to remove such Delegate/Director-Officer, or (ii) the receipt by IEEE Headquarters or Operations Center of a petition signed by at least 10% of the total number of voting members in such an organizational unit moving for the removal of such Delegate/Director-Officer, a ballot on such motion shall be submitted to the voting members of such an organizational unit.
 - b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director-Officer, such Delegate/Director-Officer shall be removed from such positions.
 - c) Bylaws or Operations Manuals specific to each IEEE organizational unit may define any further procedures beyond this Bylaw I-111.2.
3. Election Recall. Written ballots will be valid only when received in an envelope marked "Ballot" and when the voting member's signature is furnished in accordance with the instructions accompanying the ballot. Only ballots arriving in IEEE Headquarters or Operations Center, or received by an organization delegated by the IEEE Executive Director (see Bylaw I-306.2), before twelve o'clock noon on the first working day following the forty-fifth day after the ballots were mailed (the "final recall election ballot receipt date") shall be valid. Ballots shall be checked, opened, and validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the tenth working day following the final recall election ballot receipt date.

As provided in Bylaw I-305, the Tellers Committee shall announce the result of the tally of the votes no later than the tenth working day following the final recall election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee, a copy of which shall be sent to the person who is the subject of the recall election. Subject to Bylaw I-307.19, the removal of such person shall be effective fifteen (15) days after the date of such report.

4. Vote to Remove Assembly-Elected Director. A Director or Director-Officer elected by the Assembly may be removed from the position as Director or Director-Officer, with or without cause, by affirmative vote of two-thirds of the members of the Assembly who vote on a motion to remove such Director or Director-Officer, such removal to be effective at the time specified in such motion.
5. Suspension by the Board of Directors. An Officer elected by the Assembly or the voting members may not be removed from the position as an Officer by the Board of Directors, but his/her authority to act as an Officer may be suspended by the Board of Directors for cause, as follows:
 - a) Cause shall mean conduct that is determined to be:
 - a material violation of the IEEE Code of Ethics, or
 - a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of IEEE that is seriously prejudicial to IEEE, or
 - other conduct that is seriously prejudicial to IEEE.
 - b) Upon receipt by the members of the Board of Directors of a complaint in the form of an affidavit, notarized and signed by at least three members of the Board of Directors, which sets forth with reasonable specificity the alleged conduct of an Officer occurring during the term as Officer that is alleged to constitute cause for the suspension of such Officer's authority to act as an Officer, such complaint shall be promptly transmitted to the Ethics and Member Conduct Committee. At the discretion of the Board of Directors, the authority of the charged Officer to act as an Officer may be temporarily suspended pending further proceedings, but only if the Board of Directors concludes, by an affirmative vote of two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present, on the question, that the alleged misconduct, if proven, is so seriously prejudicial to IEEE that such temporary suspension pending further proceedings is necessary in the best interests of IEEE. The members of the Board of Directors who signed the complaint shall not vote on the question.
 - c) The Ethics and Member Conduct Committee shall institute proceedings looking towards the suspension of such Officer's authority to act as an Officer if the Ethics and Member Conduct Committee determines, after a preliminary investigation, that there is a reasonable basis for believing (i) that the facts alleged in the complaint, if proven, would constitute cause for such suspension, and (ii) that the facts alleged in the complaint can be proven. In making such preliminary investigation, the Ethics and Member Conduct Committee may act in its own behalf or through ad hoc committees appointed by and under the direction of the Chair of the Ethics and Member Conduct Committee. The Ethics and Member Conduct Committee shall not be required to initiate an investigation unless the persons submitting a complaint agree in writing to attend any hearing instituted pursuant to subdivision (d) of this Bylaw, if so requested by the charged Officer or the Ethics and Member Conduct Committee.

- d) Any proceedings instituted by the Ethics and Member Conduct Committee shall be heard by the hearing board selected in the manner provided in Bylaw I-110.4. Upon instituting any such proceeding, the Ethics and Member Conduct Committee shall furnish the charged Officer with a copy of the complaint; shall give notice to such Officer of the time and place scheduled for hearing the complaint; and shall invite the Officer to present at such time a defense either in person, in writing, or by an authorized representative. The Ethics and Member Conduct Committee, or its authorized representative, shall present the case against the charged Officer at the hearing. The hearing board shall base its decision only on testimony and other evidence presented at the hearing. The charged Officer or the Officer's authorized representative shall have an opportunity at such hearing to present testimony and other evidence and to confront the evidence supporting the complaint. A finding by the hearing board that the charged Officer's conduct constitutes cause shall require an affirmative vote of two-thirds of the votes of the hearing board members present at the time of the vote, provided a quorum is present. All findings by the hearing board shall be in writing.
 - e) If the hearing board finds that the charged Officer's conduct constitutes cause, the Board of Directors shall review the findings made by the hearing board. The complaint, all evidence submitted to the hearing board, and the written findings of the hearing board shall be made available to the Board of Directors. An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to affirm the hearing board's finding that the charged Officer's conduct constitutes cause. If such a finding is affirmed, a separate affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to determine the period of time during which the Officer's authority to act as an Officer shall be suspended. The members of the Board of Directors who signed the complaint shall not vote on either of the foregoing questions.
6. Suspension of an Officer. An Officer's authority to act in any official capacity shall automatically be suspended for any period during which his/her authority to act as an Officer is suspended as provided in Bylaw I-111.5.
 7. Vote to Remove a Member of an IEEE Board or Committee or a Member of a Board or Committee of an Organizational Unit. A member of an IEEE Board or Committee may be removed as a member of that Board or Committee, with or without cause, by the affirmative vote of two-thirds of the members of the appointing body present at the time of the vote, provided a quorum is present. A member of a board or committee of an organizational unit may be removed as a member of that board or committee, with or without cause, by either, as applicable, (i) the affirmative vote of two-thirds of the members of the appointing body, present at the time of the vote, provided a quorum is present, or (ii) the individual then currently holding the office that made the appointment.

Vacancies resulting from removal or suspension shall be filled following the methodology used to make the original appointment.

8. Vote to Remove IEEE Representatives. An IEEE Representative appointed to an outside organization by the Board of Directors or Major Board may be removed from the position as an IEEE Representative, with or without cause, by affirmative vote of two-thirds of the votes of the members of the appointing body present at the time of the vote, provided a quorum is present, to remove such IEEE Representative.

I-200. THE ASSEMBLY

I-201. Membership

1. How Constituted. The Assembly shall consist of 23 delegates, who shall be the IEEE President, the IEEE President-Elect, the IEEE Past President, the ten Region Delegates, and the ten Division Delegates.
2. Division Delegates. The terms of the Delegates from even-numbered Divisions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Divisions shall begin in even-numbered years. A Delegate elected by a Division shall be a member of and maintain membership in at least one of the Societies within that Division and shall have a term of office of two years. Additional eligibility requirements, beyond those stated in these Bylaws, shall be specified in the Technical Activities Board Operations Manual, as approved by the Technical Activities Board, and reported to the IEEE Board of Directors. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.12.
3. Region Delegates. The Delegates elected by Regions shall be members of and reside in the Regions electing them and shall have terms of office of two years. Additional eligibility requirements, beyond those stated in these Bylaws, shall be specified in the respective Region Bylaws, as approved by the Member and Geographic Activities Board, and reported to the IEEE Board of Directors. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. The terms of the Delegates from even-numbered Regions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Regions shall begin in even-numbered years. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.12.
4. Terms of Directors. As stated in the Constitution, all Delegates shall be elected Directors of the IEEE Board of Directors by virtue of their election as Delegates, and shall serve terms as Directors concurrent with their terms as Delegates. All Delegates-Elect shall be elected as Directors-Elect by virtue of their election as Delegates-Elect, and shall serve the same terms as Directors-Elect concurrent with their terms as Delegates-Elect.
5. Grade. All Delegates shall be of Fellow or Senior Member grade.
6. President. The presiding officer of the Assembly, as provided by the Constitution, shall be the President of IEEE.
7. IEEE Executive Director. The IEEE Executive Director shall serve as Staff Secretary for the Assembly and provide the recordkeeping and secretarial functions. In the absence of the IEEE Executive Director, the President shall perform the above functions or may delegate these tasks to another person.

I-202. Meetings

1. **Annual Meeting.** The annual meeting of the Assembly, required by the Constitution, shall be held in conjunction with the last regularly scheduled meeting of the Board of Directors in each fiscal year. Written notice shall state the place, date and hour of the meeting. A copy of the notice of the meeting shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each Delegate. If the notice is given personally, by first class mail, it shall be given not less than ten nor more than fifty days before the date of the meeting. If mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address.
2. **Special Meetings.** Special meetings of the Assembly may be called by the Chair or by any five Delegates on notice to all other Delegates. Notice of any meeting shall state the place, date and hour of the meeting, and indicate that it is being issued by or at the direction of the person or persons calling the meeting. It shall specify the business which will be transacted at the meeting. The notice shall be given personally or by electronic mail not less than five days before the date of the meeting, or by mail not less than ten days before the date of the meeting. If sent by mail such notice shall be deemed to be given when deposited in the United States mail, with first class postage prepaid, directed to the delegate at his/her last known address. A special meeting of the Assembly to fill a vacancy occurring among the Corporate Officers, as specified in Bylaw I-301.12, must be called within 90 days following existence of such a vacancy. If a Region or Division fails to fill a vacancy in the office of Region/Division Delegate within six months following notice of such vacancy, a special meeting of the Assembly shall be called within 90 days thereafter to fill such vacancy.
3. **Adjourned Meeting.** Notice of any adjourned meeting of the Assembly, specifying the time and place of the next meeting, shall be given to the Delegates who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Delegates.
4. **Waiver.** Notice of a meeting need not be given to any Delegate who submits a written or electronic waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her. Waiver of notice need not specify the purpose of any regular or special meeting of the Assembly. If written, the waiver must be executed by the Delegate signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Delegate.
5. **Quorum.** A majority of the voting members of the Assembly shall constitute a quorum.
6. **Action of the Assembly at a Meeting of the Assembly.** Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, a majority of the votes cast, provided a quorum is present, shall be the act of the Assembly.

7. Unanimous Written Consent. Whenever Delegates are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all Delegates which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the Delegate by signing such consent or causing his/her signature to be affixed to such consent by any reasonable means including facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Delegate. Written or electronic consent thus given by all Delegates entitled to vote shall have the same effect as a unanimous vote of the Assembly.
8. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Delegates for the purpose of attending any special meeting of the Assembly.

I-203. Functions

1. Election of Officers. The IEEE Assembly shall elect the following four Corporate Officers for terms of one year, who shall also thereby be elected Directors-at-large: the Vice President - Educational Activities (who shall serve as Chair of the Educational Activities Board), the Vice President - Publication Services and Products (who shall serve as Chair of the Publication Services and Products Board), the Secretary, and the Treasurer.

The IEEE Assembly shall also elect the Vice President-Elect - Member and Geographic Activities (who shall become the Vice President - Member and Geographic Activities after one year as Vice President-Elect). The Vice President – Member and Geographic Activities (who shall serve as Chair of the Member and Geographic Activities Board) shall be a Corporate Officer.

In accordance with the IEEE Constitution, at the discretion of the Assembly, the offices of Treasurer and Secretary may be held concurrently by one person. An individual who has been elected to serve during the same year as IEEE SA President, IEEE-USA President or Vice President - Technical Activities shall not be considered for an IEEE Assembly-elected position. The procedure listed below shall govern election of Corporate Officers by the Assembly:

- a) No nominations from the floor shall be permitted during the Assembly meeting at which the elections are held.
- b) Candidates, in addition to those on the IEEE Nominations and Appointments Committee slate and/or the Member and Geographic Activities Assembly slate, may be nominated no later than ten days prior to the IEEE Assembly meeting, if the signatures of five IEEE Assembly members accompany the nomination. Candidates may only seek nomination for one of the positions for which they have been considered by either the IEEE Nominations and Appointments Committee or the MGA Nominations and Appointments Committee using these committees' established review processes. Biographies and position statements for such candidates provided to the IEEE Assembly shall be those considered by the respective nominating committee. Nominations, which shall remain confidential, along with endorsements, shall be submitted to a designee specified by the IEEE Assembly Chair who will promptly inform the IEEE Assembly of nominees qualifying under this provision.

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- c) Each candidate on the ballot will have an opportunity to appear before the Assembly for five minutes for the purpose of making a presentation as to his/her candidacy. Each presentation shall be followed by a short question and answer period. If a candidate is unable to attend the IEEE Assembly meeting either in person or via electronic/telephonic means, he/she may designate an individual, who is not a member of the IEEE Assembly, to make the presentation on his/her behalf, however, no question and answer period shall follow.

The Assembly shall take appropriate action to fill vacancies on the Board of Directors as specified in Bylaw I-301.12.

- 2. Receipt and Filing of Reports. The Assembly shall receive reports, in accordance with Section 519 of the Not-For-Profit Corporation Law of the State of New York. The financial statements as described in subsections (1) through (4) of Section 519 shall be received by the Assembly at the first meeting at which are available the certified financial statements for the preceding calendar year. Changes in groups of members, and other information as required by subsection (5) of Section 519 shall be received by the Assembly as soon as practical following verification by the President and Treasurer. These reports shall be filed with the records of IEEE and copies or abstracts thereof entered in the minutes of the proceedings of the Assembly.

I-300. MANAGEMENT

I-300. General

1. Governance; Parliamentary Procedures; Meeting Protocol.

Governance. The policies, procedures, rules and regulations by which IEEE and its organizational units are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes IEEE. The IEEE Constitution, which can be approved and amended only by the voting members of IEEE, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions by specific organizational units and their policies, is contained in these IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Policies contains more detailed statements of specific policies, objectives and procedures which may be approved only by the IEEE Board of Directors.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws shall not be in conflict with the New York Not-For-Profit Corporation Law, the IEEE Certificate of Incorporation, or the IEEE Constitution. The IEEE Policies must conform to the provisions of all these documents. Accordingly, additional documents governing organizational units such as operations manuals, policy statements and organizational unit bylaws shall conform to and not conflict with the provisions of the IEEE governing documents cited above.

Parliamentary Procedures. *Robert's Rules of Order* (latest revision) shall be used to conduct business at meetings of the IEEE Board of Directors, Committees of the Board of Directors, Committees of IEEE and other organizational units of the IEEE unless other rules of procedure are specified in the Not-For-Profit Corporation Law of the State of New York, the IEEE Certificate of Incorporation, the IEEE Constitution, these Bylaws, the IEEE Policies, resolutions of the IEEE Board of Directors, or the applicable governing documents of those organizational units provided such organizational documents are not in conflict with any of the foregoing.

The IEEE Board of Directors shall resolve any issues related to the interpretation of, and conformance of other documents to IEEE's governing documents.

Meeting Protocol. Meetings of the IEEE Board of Directors, Major Boards, and other organizational units shall be open for attendance by any IEEE member or staff. Guests (who are not members of the particular body) are not entitled to join the discussion but may be allowed to address the body at the discretion of the body. Meetings shall be convened in Executive Session when dealing with confidential matters such as, but not restricted to, individual matters, disciplinary actions, legal and business critical issues. Executive Sessions shall be conducted in accordance with *Robert's Rules of Order* (latest revision), Chapter 4, §9. Members of the Board of Directors shall be allowed to attend Executive Sessions of any board or committee unless there is a conflict of interest with respect to the matter being discussed. Barring a conflict of interest, members of the Board of Directors shall be granted access to the approved minutes of executive sessions of any organizational unit board, committee or council.

2. Conflict of Interest. All persons either elected or appointed to an IEEE office (including but not limited to any Board, Committee, Council, Society, Chapter, or other Organizational Unit), prior to acceptance and during tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if an actual, perceived, or potential conflict exists with the interests of IEEE. A conflict of interest is a situation, transaction, or relationship in which a member's, volunteer's or staff person's decisions, actions, or votes could materially affect that individual's professional, personal, financial, or business concerns. In the event that a person nominated for or holding an IEEE office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the IEEE Internal Audit Department and the person in charge of the activity (or the next higher authority if the member is in charge) and to the governing body of the unit of IEEE in which he or she holds office and recuse himself or herself at any Board, Committee, Section, Council, Society, Chapter, or other meeting from any deliberations or vote on the matter giving rise to the conflict of interest.

3. Indemnification. To the extent permitted by law, IEEE shall indemnify (i) each Director, Officer, former Director and former Officer of IEEE, (ii) each person who serves as a duly authorized volunteer or employee of a duly authorized IEEE activity, (iii) each person who shall have served at the request of IEEE as a Director or Officer of another organization, and (iv) each person who serves on those committees responsible for IEEE employee benefit plans, against judgments, fines, amounts paid in settlement and reasonable expenses, including without limitation attorney's fees and expenses, actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding to which such person is made or threatened to be made a party by virtue of such service; provided (i) that such service is found by the Board of Directors to have been duly authorized and is not found by the Board of Directors to have been taken in bad faith or in a manner inconsistent with the purposes or objectives of IEEE as expressed in Bylaws, IEEE Policies, or resolutions duly adopted by the Board of Directors or in policies and procedures duly adopted by an IEEE organizational unit which are applicable to the activity at issue, (ii) the person to be indemnified has otherwise met the standards of conduct set forth in Section 722 or established by Section 721 of the New York Not-For-Profit Corporation Law, and (iii) that such indemnification is not otherwise prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled.

4. Action of the Board of Directors and Committees.
 - 1) As stated in the IEEE Constitution, from time to time the Board of Directors may designate or appoint one or more boards or committees, which shall have such powers of the Board of Directors as it may confer. These boards and committees include the Major Boards, Committees of the Board, Committees of IEEE, and Ad-Hoc Committees, as described more fully in these Bylaws. Notwithstanding the conferral of such powers, the Board of Directors shall continue to retain the rights granted to it by common law and the Not-For-Profit Corporation Law of the State of New York and may act on matters of immediate importance, as determined by the Board of Directors, that otherwise would be or have been committed to such board or committee, provided that a decision to expel a member of IEEE shall require approval by two-thirds of the members of the Board of Directors present.

 - 2) Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-For-Profit Corporation Law of the State of New York, the vote of a majority of the votes of the members present and entitled to vote, at the time of the vote, provided a quorum

is present, shall be the act of the Board of Directors, the Committees of the Board of Directors, the Committees of IEEE as listed in IEEE Bylaw I-304, including the Major Boards, listed in IEEE Bylaw I-303, and any other board or committee reporting directly to the Board of Directors.

Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, the Not-For-Profit Corporation Law of the State of New York or the applicable governing documents of a board or committee of any organizational unit of IEEE (other than the Board of Directors, the Committees of the Board of Directors, the Committees of IEEE as listed in IEEE Bylaw I-304, including the Major Boards listed in IEEE Bylaw I-303, and any other board or committee reporting directly to the Board of Directors), the vote of a majority of the votes cast, provided a quorum is present, shall be the act of such board or committee.

- 3) Except as may otherwise be specifically provided by statute, the Certificate of Incorporation of the corporation or these Bylaws, members of the Board of Directors or any committee or board thereof may participate in a meeting of such board or committee by using conference telephone, electronic conferencing, electronic video screen, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence of the person in the meeting.
- 4) Unless otherwise restricted by statute, the Certificate of Incorporation of the corporation or these bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee or board reporting directly to the Board of Directors may be taken without a meeting if a unanimous consent, which sets forth the action, is signed, or acknowledged via e-mail by all members of the board or committee, as the case may be. If written, the consent must be executed by such party through signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the director. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.
- 5) Unless otherwise restricted by statute, the Certificate of Incorporation of the corporation or these bylaws, any action required or permitted to be taken at a meeting of any board or committee of any organizational unit of IEEE (other than the Board of Directors, and any other board or committee reporting directly to the Board of Directors) with the exception of standards-developing committees of the IEEE Standards Association, may be taken without a meeting if a majority consent, which sets forth the action, is signed, or acknowledged via e-mail by a majority of all the voting members of the board or committee, as the case may be. If written, the consent must be executed by the member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the board or committee member. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.

For standards-developing committees within the IEEE Standards Association, unless a more restrictive requirement is specified in the governing documents of the committee, majority consent of those participating provided a majority of the voting members on the committee respond, shall be required to approve an action taken without a meeting. The consent, which sets forth the action, shall be signed, or acknowledged via e-mail. If written, the consent must be executed by the member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the board or committee member. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.

- 6) Matters for which the Board of Directors has delegated responsibility to an organizational unit pursuant to these Bylaws shall not be implemented until approval by the governing body of the organizational unit and subsequent review and approval by the Board of Directors. After approval by the governing body of the organizational unit, the matter shall be submitted to appropriate staff, as designated by the IEEE Executive Director, who shall oversee the process for obtaining approval by the Board of Directors and who shall also review and recommend any related changes to operations manuals or other documents for clarity, completeness, and conformance with the other governing documents of IEEE. Each such matter shall be distributed to the Board of Directors, but no later than 30 November of each calendar year. If no objections are raised by any of the Directors within 30 days after distribution, the Directors shall be so notified, the matter may be implemented by the applicable organizational unit, and the matter shall be included on the consent agenda of the next regular meeting of the Board of Directors. If an objection is raised by one or more Directors during such 30 day period, the matter shall not be implemented and, unless earlier resolved by resubmission of the matter to the Board of Directors in accordance with the foregoing procedure, or withdrawal of the matter, the matter shall be included on the action agenda of the next regular meeting of the Board of Directors.
5. Quorum. A majority of the voting members of the Board of Directors, a Major Board or any committee of either thereof shall constitute a quorum. A Major Board or committee may establish more restrictive quorum requirements, which shall be specified in its Operations Manual, and shall be reported to the IEEE Board of Directors.
6. Voting. Individuals holding more than one position on the Board of Directors, a Committee of the Board, a Committee of IEEE, including a Major Board, and any other board or committee of any organizational unit of IEEE, shall be limited to one vote on each matter being considered by such board or committee.

I-301. Board of Directors

1. How Constituted. The Board of Directors shall consist of the following 31 Directors: the President, the President-Elect, the Past President, all of whom shall be elected by the eligible voting members of IEEE; the Vice President - Technical Activities, who shall be elected by the eligible voting members of IEEE who are also members of at least one Society; the IEEE-USA President, who shall be elected by the eligible voting members of Regions 1-6; the President IEEE SA, who shall be elected by the eligible voting members of IEEE who are also members of the Standards Association;

ten Region Directors, who shall be elected by the eligible voting members of each respective Region; ten Division Directors, who shall be elected by the eligible voting members belonging to one or more society within each respective Division; the Vice Presidents for Educational Activities, Member and Geographic Activities and Publication Services and Products, the Secretary and the Treasurer, all of whom shall be elected by the Assembly.

In such years as the Assembly shall elect one individual to hold the offices of Secretary and Treasurer, the number of members of the Board of Directors shall be reduced by one.

The entire Board shall consist of the total number of voting Directors, without vacancies. All Directors shall be of Fellow or Senior Member grade.

2. Directors-at-Large. The Directors elected by the Assembly, the Vice President - Technical Activities, the IEEE SA President, and the IEEE-USA President shall have Director-at-large status.
3. Meetings. The annual meeting of the Board of Directors, required by the Constitution shall be the last regularly scheduled meeting in each fiscal year of IEEE. The annual meeting of the Assembly shall be held in conjunction with the annual meeting of the Board of Directors which shall be scheduled at the same place. Notices of the Assembly annual meeting shall be distributed at the same time that notices are mailed for the annual meeting of the Board of Directors.
4. Approval of Meeting Schedule. The total number of regular meetings during the year normally shall be three. Locations and dates for approved meetings shall be in accordance with the criteria set forth in the IEEE Policies. Once scheduled, a meeting date or location may be altered or canceled only for sufficient cause by majority vote at a regularly constituted meeting of the Board of Directors or by consent of a majority of all Directors secured by or transmitted to the IEEE Secretary, not less than 20 days before the original date or the new date set for the meeting, whichever is earlier. Notice of such approved change shall be mailed to all Directors not less than ten days before the original or the new date of said scheduled meeting, whichever is earlier.
5. Notice of Meetings. Special meetings shall be held upon notice to each Director at the call of the President, or Vice President(s), or by any five voting Directors. Notice of any meeting shall state the place, date and hour of the meeting, and unless it is a regularly scheduled meeting under Section 4 hereof, indicate that it is being issued by or at the direction of the person or persons calling the meeting, and unless it is a regularly scheduled meeting under Section 4 hereof, specify the business which will be transacted at the meeting. The notice shall be given personally or by electronic mail not less than five days before the date of the meeting, or by mail not less than ten days before the date of the meeting. For special meetings to be held by conference telephone, electronic conferencing, electronic video screen, or similar communications equipment, notice shall be sent to all Directors via telephone, electronic mail, facsimile, or recognized courier service, not less than 48 hours before the time set for the special meeting. If sent by mail such notice shall be deemed to be given when deposited in the United States mail, with first class postage prepaid, directed to the Director at his/her last known address. Notice of any adjourned meeting of the Board, specifying the time and place of the next meeting, shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

6. Waiver of Meeting Notice. Notice of a meeting need not be given to any Director who submits a written or electronic waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her. Waiver of notice need not specify the purpose of any regular or special meeting of the Board. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.
7. Meeting Documentation. Any documents and materials required to be sent to Directors pursuant to provisions of the Constitution and these Bylaws in connection with a meeting or otherwise shall be sent by such routings as shall ensure prompt delivery.
8. Electronic Participation in Special Meetings of the Board. One or more members of the Board who is not physically present at a special meeting of the Board may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.
9. Action of the Board by Unanimous Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by each Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.
10. Minutes of Meetings. Minutes of all meetings of the Board of Directors shall be distributed to all Directors. In the absence of extenuating circumstances, minutes of all meetings of the Board of Directors shall be distributed within 45 days of the meeting.
11. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Directors for the purpose of attending meetings of the Board of Directors or otherwise in the performance of their duties, and for Directors-Elect when invited to attend a meeting of the Board of Directors as observers.

No Corporate Officer or Director shall be interested, within the meaning of the New York Not-for-Profit Corporation Law, directly or indirectly, in any contract relating to the operations of IEEE, nor in any contract for furnishing supplies thereto, unless authorized by the Bylaws or by the concurring vote of two-thirds of the Directors present at a duly constituted meeting, provided that no sitting member of the Audit Committee may be considered for or receive any contract during his/her term of service on the Audit Committee.

No Corporate Officer or Director may participate in deliberation or voting with respect to his/her potential related party transaction as defined by the New York Not-for-Profit Corporation Law, and is required to disclose to the Board in good faith all facts related to his/her interest. The Board shall only authorize such contract after making a determination that is fair, reasonable and in the best interest of IEEE at the time of such determination.

12. Vacancies.

- 1) The incumbent President-Elect shall assume the duties of the President should the Presidential office become vacated, thereby vacating the office of President-Elect. Having served the remainder of the Presidential term, and the term to which he/she had been elected, the President shall serve as Past President. The Past President who is in office when the vacancy in the office of the President occurs shall serve one additional year.
- 2) The next most recently retired Past President available to serve shall fill a vacancy occurring in the office of Past President.
- 3) Should a vacancy occur in the office of the President-Elect or the President-Elect-Elect, the Assembly shall fill the vacancy. The individual assuming the office of President-Elect shall complete the remainder of the three-year term in the consecutive positions of President-Elect, President, and Past President.
- 4) In the event that a candidate for President-Elect becomes incapacitated and subsequently wins the election, the vacancy shall be filled by the Assembly.
- 5) An individual elected to fill an unexpired term of a corporate office that normally is filled by a Delegate-at-large does not become a Delegate-at-large unless already a Delegate-at-large or unless confirmed as such at the next general election.
- 6) The incumbent Region or Division Delegate-Elect/ Director-Elect shall assume the duties of the respective Region or Division Delegate/Director should that office become vacated, thereby vacating the office of Region or Division Delegate-Elect/Director-Elect. The person assuming such vacated office of Region or Division Delegate-Elect/Director-Elect shall complete the remainder of the term of the office that was vacated, followed by the term to which that person was elected to be Region or Division Delegate/Director. A vacancy shall occur in the office of Division Delegate at such time as the incumbent ceases to maintain membership in at least one Society in the Division that elected such Delegate. A vacancy shall occur in the office of Region Delegate at such time as the incumbent ceases to reside in the Region that elected that Delegate.
- 7) The Assembly shall fill other vacancies occurring in the Board of Directors or among the Corporate Officers for a period not to exceed the unexpired term of the office becoming vacant, provided that, if a vacancy shall occur in the office of a Region or Division Director, for which there is no provision in these Bylaws for a Delegate-Elect/Director-Elect who shall automatically assume the office of Delegate/Director, then the Region or Division that elected such Director shall have the right to elect a Director to serve the remainder of such term. If such Region or Division shall fail to elect a Director within six months after notice of such vacancy, the vacancy may be filled by the Assembly even if, by reason of such election, the number of Directors elected by the voting members shall be less than 60% of the total number

of Directors, provided, however, that any such Director elected by the Assembly, as opposed to the voting member, shall not be a Delegate.

- 8) Major Board Operations Manuals shall specify detailed methods by which vacancies in the offices of Director or Director-Elect shall be filled. A Director-Elect may fill the unexpired term without a further election. Vacancies in the office of Director-Elect shall be filled by a membership election. In the event that an organizational unit fails to elect a Director-Elect or fill the Director vacancy within six months, the vacancy shall be filled by the Assembly.
- 9) For any circumstances that have not been foreseen in these Bylaw provisions, the Assembly shall fill such a vacancy.
13. IEEE President's Award. The IEEE President, with the consent of the Board of Directors, may name individuals to receive the IEEE President's Award. Normally, no more than two awards will be bestowed in any given year. This recognition may be given to individuals, not necessarily members of IEEE, whose careers have exhibited distinguished leadership and contributions to the public. To those recipients not already members of IEEE, this recognition shall carry an entitlement of the privileges of IEEE except the right to vote and hold office therein.

I-302. Corporate Officers and Duties, Annual Report of the Secretary

1. How Constituted. The Corporate Officers of IEEE shall be the President, the President-Elect, the IEEE-USA President, the Vice President - Technical Activities, and the Corporate Officers elected by the Assembly as defined in Bylaw I-203.1.
2. Incapacity of the President. An incapacity of the President that does not constitute a vacancy of office shall be determined by the Board of Directors. In addition, the President may declare a condition of incapacity and the duration thereof by written communication to the Secretary.

During such incapacity of the President, the President-Elect or, if the President-Elect is unavailable or incapacitated, such person as designated by the Board of Directors shall assume the Presidential duties.

3. Duties of the IEEE Secretary and Assistant Secretary.
 - A. Annual Report of the Secretary. In addition to the duties specified in the Constitution, the Secretary shall prepare an Annual Report on membership, meetings, and IEEE activities to be submitted to the Board of Directors.
 - B. Assistant Secretary. The IEEE Board of Directors shall appoint a member of the staff to act as Assistant Secretary. If the IEEE Executive Director is not serving as the Assistant Secretary, the IEEE Executive Director shall recommend another member of the staff, for appointment by the Board of Directors.

The Assistant Secretary shall have such powers and duties as the Secretary may assign. If the Secretary is absent, disqualified from acting, unable to act or refuses to act, the Assistant Secretary shall have the powers of, and perform the duties of, the office of the Secretary exclusive of his/her role and responsibilities as an IEEE Director.

4. Duties of the IEEE Treasurer and Assistant Treasurer.

- A. Treasurer's Report. In addition to the duties specified in the Constitution, the Treasurer shall make a report to the Board of Directors semiannually concerning the status of IEEE investments.
- B. Assistant Treasurer. The IEEE Board of Directors shall appoint a member of the staff, as recommended by the IEEE Executive Director, to act as the Assistant Treasurer.

The Assistant Treasurer shall have such powers and duties as the Treasurer may assign. If the Treasurer is absent, disqualified from acting, unable to act or refuses to act, the Assistant Treasurer shall have the powers of, and perform the duties of, the office of the Treasurer exclusive of his/her role and responsibilities as an IEEE Director.

- 5. Vacancies. A vacancy among the Corporate offices and the duration thereof shall be determined by the Board of Directors. Any vacancy in the Corporate offices shall be filled as provided in Bylaw I-301.12.
- 6. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for the Corporate Officers, incurred in the performance of their IEEE duties over and above their duties as Delegates and Directors.

I-303. Major Boards

- 1. Appointment by Board of Directors. The activities of IEEE shall be conducted wherever possible through voluntarily associated groups of members organized by (1) geographic area (i.e., Sections, etc.) and (2) field of interest (i.e., Societies). To provide for activities of IEEE not adequately fulfilled by the voluntarily associated groups, committees of members shall be appointed by the Board of Directors. Those committees, known as Committees of the Board of Directors and Committees of IEEE are as listed in Bylaws I-304 and I-305. The Major Boards are deemed to be a form of Committees of IEEE. Any voting members of the Major Boards and Committees appointed by any body, other than the IEEE Board of Directors, as specified in these Bylaws, shall be annually submitted to the IEEE Board of Directors for affirmation.
- 2. Major Boards. The IEEE Board of Directors establishes the following Major Boards:

IEEE Educational Activities Board (EAB)

IEEE Member and Geographic Activities Board (MGAB)

IEEE Publication Services and Products Board (PSPB)

IEEE Standards Association (IEEE SA)

IEEE Technical Activities Board (TAB)

IEEE United States of America (IEEE-USA)

These organizational units shall implement programs intended to serve and benefit IEEE members, the engineering and scientific community, and the general public. Programs of Major Boards that have a close relationship to the missions of other Major Boards shall be coordinated with those organizational units. The Board of Directors shall approve the charters, objectives, and mission statements of each such Major Board.

Major Boards and their organizational units may organize and sponsor meetings, seminars, symposia, conferences, and other programs on matters related to the interests of the units, within their technical and geographical boundaries.

Major Boards and their organizational units may authorize newsletters, periodicals, magazines, proceedings, and other publications as it may deem necessary for effectively disseminating and publicizing their activities. In so doing, it shall administer the policies and standards set by the Publication Services and Products Board as they relate to publications.

Each Major Board shall be appointed a Staff Secretary who shall be a member of IEEE staff as designated by the IEEE Executive Director.

3. Educational Activities Board (EAB). The IEEE Educational Activities Board shall recommend to the Board of Directors policies on educational matters and implement programs specifically intended to serve and benefit IEEE members in educational pursuits, the engineering and scientific community, and the general public. These programs shall include the broad planning of educational activities of IEEE, the development and delivery of continuing education products and activities, the development of guidelines for IEEE representatives to accreditation bodies, the monitoring of accreditation activities, the coordination of pre-university programs, and the representation of IEEE in matters regarding engineering education. The EAB shall be the IEEE interface in education-related matters with external bodies. The EAB shall provide oversight and report to the IEEE Board of Directors on IEEE-Eta Kappa Nu (IEEE-HKN) and its activities.

EAB shall be responsible for administration of the annual assessment paid to ABET, Inc.

EAB Membership. The Educational Activities Board shall consist of up to 16 members, including the Chair, who shall be the Vice President - Educational Activities; the immediate Past Vice President - Educational Activities; two members having strong interest in engineering education from Technical Activities, jointly appointed by the Vice President - Technical Activities and the Vice President - Educational Activities; two members having strong interest in engineering education from Member and Geographic Activities, one from Regions 1 - 6, and one from Regions 7 - 10, jointly appointed by the Vice President - Member and Geographic Activities and the Vice President - Educational Activities; one member from the Standards Association, jointly appointed by the President, Standards Association and the Vice President - Educational Activities; Chair of the IEEE-HKN Board of Governors; the EAB Treasurer; and the Chairs of the following EAB committees: University Resources, Nominations and Appointments, Awards and Recognition, Pre-University Education Coordinating, Section Education Outreach, and Continuing Education, all of whom shall be appointed by the Chair of the EAB and affirmed by a majority of EAB; and the Staff Secretary who shall serve without vote.

The members of each EAB Committee shall be approved by the Educational Activities Board. Up to two non-members of IEEE may be appointed as voting members on each of the following EAB Committees: Pre-University Education Coordinating; EPICS in IEEE; and Continuing Education. The Chair of each EAB Committee shall be an IEEE Member.

4. Publication Services and Products Board (PSPB). The IEEE Publication Services and Products Board shall report to the Board of Directors and shall be responsible for formulating and recommending information-related, published services and products policies to the Board of Directors, establishing and maintaining standards and procedures for IEEE information dissemination, recommending policies and best practices as they relate to the IEEE website, and otherwise coordinating and assisting those activities of IEEE and its various organizational units. It is expected that IEEE organizational units will fulfill their obligations for their services and products. Once approved by the Board of Directors, these procedures become part of the policy and procedures of IEEE. Other organizational units shall be responsible for administering those policies set by PSPB as they relate to the publications, services and products for which they are responsible.
 - a) IEEE shall provide services and products which disseminate information on technical, scientific, professional, and newsworthy topics of interest to members, the engineering and scientific community, and the general public.
 - b) IEEE shall publish a magazine entitled IEEE SPECTRUM, which contains technical and scientific articles of general interest to the entire membership.
 - c) IEEE shall publish a newspaper entitled THE INSTITUTE, which contains news of current events in IEEE itself, the industry, and the engineering and scientific community.
 - d) IEEE SPECTRUM and THE INSTITUTE shall be distributed to all Honorary Members, Fellows, Senior Members, Members, Associate Members, Graduate Student Members, and Student Members.

PSPB Membership. The Publication Services and Products Board shall consist of not more than 29 members, which shall include the Vice President – Publication Services and Products, who shall serve as Chair; nine Members-at-large appointed by the IEEE Board of Directors for three-year staggered terms, for which PSPB shall recommend nominees; one IEEE Young Professional, member appointed by the Chair for a one-year term; the Editors-in-Chief of IEEE Press, Proceedings, and Potentials; one member from each of the Spectrum and Institute Advisory Boards; one current or past member of the Computer Society Board of Governors, appointed by that Board; one member appointed by each of the other Major Boards; the Chairs of the PSPB Committees and other appointments, as specified in the PSPB Operations Manual; and the Staff Secretary, who shall serve without vote.

5. Member and Geographic Activities Board (MGAB). The IEEE Member and Geographic Activities Board shall be responsible to the Board of Directors and shall serve the needs of the members of IEEE by maintaining, enhancing, and supporting the geographical organizational units of IEEE. MGAB shall be responsible for IEEE membership and member development. Membership includes recruitment, administration of admissions, retention, elevation, and service, as well as related operational and budget issues. Member development includes member value development, new member programs and services and support for members' careers, in collaboration with other IEEE Organizational Units.

MGAB Membership. The Member and Geographic Activities Board shall consist of not more than 22 members including the Vice President - Member and Geographic Activities who shall be Chair; the Vice President-Elect, who shall be Chair-Elect; the immediate Past Chair; the MGAB Treasurer, who shall be selected by the MGA Assembly; the ten Region Directors; three Vice Chairs who shall be specified in the MGA Operations Manual, and who shall be selected by the MGA Assembly; representatives of zones as specified in the MGA Operations Manual; and the Staff Secretary, who shall serve without vote. Members of MGAB shall be of Fellow or Senior Member grade.

Individuals holding more than one position on MGAB shall be limited to one vote.

With the exception of MGA Committees related to Student activities, in which the MGA Board has determined that a Student Member may serve as Chair, the Chair of each MGA Committee shall be an IEEE voting member.

Up to four non-members of IEEE may be appointed as voting members of the Member Benefits Portfolio Advisory Committee.

6. Standards Association (IEEE SA). The IEEE Standards Association shall be responsible to the Board of Directors for standards programs that enhance the strategic initiatives of IEEE. The IEEE SA shall establish, coordinate, develop, approve, and revise IEEE standards and conduct other standards-related activities in fields of interest to IEEE. The IEEE SA shall be the IEEE interface in standards-related matters with external bodies. The IEEE SA Board of Governors shall be the governing body of the Standards Association, and it shall reflect the technical and global standards interests of IEEE.

IEEE SA Board of Governors (IEEE SA BOG) Membership. The IEEE SA BOG shall consist of not more than 14 voting members who shall be the IEEE SA President, who shall be elected for a two-year term by the eligible voting members of IEEE who are also members of the Standards Association; the IEEE SA President-Elect or the most recent IEEE SA Past President willing to serve; the Chair of the Standards Board, who shall be appointed by the IEEE SA BOG; the most recent Past Chair of the Standards Board willing to serve; the Chair of the IEEE SA Entity Collaborative Activities Governance Board (CAG), who shall be appointed for a two-year term by the IEEE SA BOG; the IEEE SA Treasurer, who shall be appointed for a two-year term by the IEEE SA President; eight Members-at-large, four of whom shall be elected by the eligible voting members of the Standards Association and four of whom shall be appointed by the IEEE SA BOG, as specified in the IEEE Standards Association Operations Manual. The Staff Secretary shall serve as a member without vote. The IEEE SA Past President shall serve as a voting member of the IEEE SA BOG in which years there is no IEEE SA President-Elect.

All voting members of the IEEE SA BOG shall be of Member, Senior Member, or Fellow grade, and shall have membership in the IEEE SA, as specified in the IEEE Standards Association Operations Manual.

The IEEE SA President may appoint non-voting individuals to the IEEE SA BOG to facilitate its work. These individuals shall be members of IEEE SA and represent specific needs. Subject to Bylaw I-304.5, all individuals shall be appointed on an annual basis.

7. IEEE Technical Activities Board (TAB). The IEEE Technical Activities Board shall be responsible to the Board of Directors for directing the advancement of the theory and practice, of electrical, electronics, communications and computer engineering, as well as computer science, and the allied

branches of engineering and the related arts and sciences and technologies, and their application for the benefit of IEEE members worldwide and for the general public.

TAB shall encourage and support its Societies, Councils, and Committees to develop and deliver to their global customers appropriate and timely intellectual property products, in either printed or electronic form, or through meetings on current or emerging technologies.

TAB Membership. The Technical Activities Board shall consist of the Chair, who shall be the Vice President - Technical Activities; the immediate Past Chair; the Vice Chair, who shall be the TAB Vice President-Elect; the Society Presidents; the Technical Council Presidents; the ten Division Delegate/Directors; the TAB Treasurer; the Chair of the TAB Periodicals Committee; the Chair of the TAB/PSPB Products and Services Committee; and the Chair of the IEEE Conferences Committee. The TAB Assistant Treasurer and the Staff Secretary shall be non-voting members of TAB.

The Vice President – Technical Activities shall be elected by the eligible voting members of the IEEE who are also members of at least one society. The Society Presidents shall be elected or appointed in accordance with the bylaws of each respective Society. The Technical Council Presidents shall be appointed by the Board of Governors of each respective Council. The ten Division Delegate/Directors shall be elected in accordance with the IEEE Bylaw I-307. The TAB Assistant Treasurer shall be appointed by the Vice Chair, for a one-year term, to coincide with the final year of service of the TAB Treasurer, and shall become the TAB Treasurer upon completion of the term as Assistant Treasurer. The TAB Treasurer shall serve a two-year term, with reappointment permissible for up to a maximum of six years. The Chair of the TAB Periodicals Committee shall be appointed by TAB for a two-year term. The Chair of the TAB/PSPB Products & Services Committee shall be appointed jointly by TAB and PSPB for a two-year term, with reappointment permissible for up to a maximum of four years.

The Vice President - Technical Activities shall be ineligible to serve a second full term.

8. IEEE United States of America (IEEE-USA). The IEEE United States of America shall be responsible to the Board of Directors and shall recommend policies and implement programs specifically intended to serve and benefit the members, engineering professionals, and general public in the United States. IEEE-USA shall be the organizational unit that represents the professional interests of IEEE before U.S. governmental bodies. It shall also be responsible for coordinating and reporting, under federal disclosure laws, all official communications with government.

IEEE-USA Board Membership. The IEEE-USA Board of Directors shall consist of not more than 16 members, which shall include the IEEE-USA President, who shall be Chair; the IEEE-USA President-Elect; the IEEE-USA Past President; the Directors for Regions in the United States; one member from Technical Activities, who shall be a sitting or past Director or Director-Elect and appointed by the Vice President – Technical Activities with the concurrence of the IEEE-USA President; one U.S. IEEE Early Career Representative, three IEEE-USA Vice Presidents and the Treasurer all of whom shall be appointed by the IEEE-USA Assembly; and the Staff Secretary who shall serve without vote.

Members of the IEEE-USA Board of Directors shall be of Senior or Fellow Member grade, with the exception of the IEEE Early Career Representative, who shall be an IEEE US Member at the Graduate Student Member Grade or higher who has graduated with a first professional degree within the past 15 years.

The IEEE-USA President shall be ineligible to serve a second full term.

9. Major Board Operating Procedures. Each Major Board shall adopt operating procedures that are responsive to the needs of such Major Board for the purpose of governing its operations and administration. These operating procedures shall be maintained in an Operations Manual and shall conform to and not conflict with the IEEE governance documents described in Bylaw I-300. The Operations Manuals or any amendments to its procedures shall not be adopted until such Operations Manuals or any amendments have been submitted to and reviewed by the IEEE Governance Committee. The minimum required information to be contained in the Major Board Operations Manuals shall be specified in the IEEE Policies.

I-304. Committees of the Board, Committees of IEEE and Additional Boards and Ad Hoc Committees

1. Committees of the Board of Directors. The Board of Directors by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more Directors, and each of which, to the extent provided in the resolution or amendment to these bylaws, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:
 - a) The submission to members of any action requiring members' approval.
 - b) The filling of vacancies in the Board of Directors or in any Committee.
 - c) The amendment or repeal of these bylaws or the adoption of new bylaws.

The following Committees of the Board, with a scope and mission statement approved by the Board of Directors, shall be established by and report to the Board of Directors:

Audit Committee

Executive Performance and Compensation Committee

Employee Benefits and Compensation Committee (on certain matters specified in its charter)

The following Committees of IEEE, each with a scope and mission statement approved by the Board of Directors, shall be established by and shall report to the Board of Directors and shall have no authority to bind the Board:

Awards Board

Diversity and Inclusion Committee

Election Oversight Committee

Ethics and Member Conduct Committee

European Public Policy Committee

Fellow Committee

Finance Committee

Global Public Policy Committee

Governance Committee

History Committee

Humanitarian Technologies Board

Industry Engagement Committee

Investment Committee

New Initiatives Committee

Nominations and Appointments Committee

Organizational Unit Alignment Committee

Public Visibility Committee

Strategy and Alignment Committee

Tellers Committee

For purposes of I-304 and I-305, the term “Committees” refers to both Committees of the Board of Directors and Committees of IEEE.

2. Appointment of Committee Chairs, Members, and Staff Secretaries.

- a) Unless specified otherwise in a governing document approved by the Board of Directors, the chairs and members of the Committees shall be appointed by the Board of Directors. In accordance with IEEE Bylaw I-303.1, the voting members of the Committees appointed by individuals or committees, other than the IEEE Board of Directors, as specified in these Bylaws, shall be annually submitted to the IEEE Board of Directors for affirmation.
- b) Where the governing documents approved by the Board of Directors provide for member appointments to Committees and Boards by bodies other than the Board of Directors, such appointments shall be made by the respective appointing bodies in consultation with the respective Chairs of such Committees and Boards.
- c) The following Committees shall have at least one member who obtained his or her first collegiate degree within the last fifteen years at the time of appointment and who is at Graduate Student Member, Member grade or higher:

Ethics and Member Conduct Committee

European Public Policy Committee

History Committee

Industry Engagement Committee

Nominations and Appointments Committee

Tellers Committee

- d) Staff secretaries shall be designated by the IEEE Executive Director, when appropriate, to assist the committees in their work.
3. Subcommittees. Each Board and Committee shall have the right to create subcommittees of its own selection. Voting members of all Boards, Committees, and subcommittees thereof shall be members of IEEE and must be of Graduate Student Member, Member, Senior Member or Fellow grade, unless specified otherwise in these Bylaws. Qualified individuals, who need not be members of IEEE, may be appointed to serve as non-voting consultants to make their expertise available to these bodies. The term of appointment and duration of service for such consultants shall conform to the requirements of this Bylaw and I-304.5. Where the Bylaws provide for liaison appointments to Committees and Boards, such appointments shall be made by the respective appointing authorities in consultation with the respective Chairs of the Committees or Boards, subject to ratification by the Board of Directors at its next meeting.
 4. Term of Appointment. Unless specified otherwise, the term of appointment for members, including the Chair and any other officers of the Boards and Committees listed in Bylaw I-304 and I-303, shall be for the calendar year of appointment. However, acceptance of appointment will carry with it the understanding that a member would normally be re-appointed annually to serve for no more than three consecutive years.
 5. Duration of Service. Unless specified otherwise, the consecutive period of service of any member of any Board or Committee listed in Bylaw I-305 shall not extend beyond three years, except that a Chair or Past Chair may serve one additional year. The limitations of tenure may be waived in individual cases for reasons deemed by the Board of Directors to be in the best interests of IEEE.
 6. Distribution of Appointments. Unless specified otherwise, appointments shall normally be distributed so as to avoid the termination of more than about one-third of the membership of any Board or Committee in any calendar year.
 7. Additional Appointments. Additional appointments with the approval of the Board of Directors may be made to any Board or Committee to fill vacancies or to care for special cases as the need arises, but such appointments shall expire with the expiration of the calendar year.
 8. Committee Operations Manual. The functions, scopes, and responsibilities of each Committee, together with rules for operation and guidance, as recommended by the Committee, shall be compiled by the IEEE Executive Director for the approval of the Board of Directors and contained in a document titled "Committee Operations Manual." Following appointment, each new member of a Committee shall be provided with a copy of the applicable Manual.

9. Involvement with Outside Organizations. In support of IEEE purposes and objectives, there may be both ad hoc and continuing working arrangements with other not-for-profit organizations that may be of a local, national, or international nature. The Board of Directors shall be responsible for establishing policies, procedures, and guidelines for the conduct of such arrangements (see IEEE Policies, Section 5). The Board of Directors may authorize the IEEE Executive Director or other specified IEEE organizational units to take all necessary actions to support such arrangements. These delegations of authority generally shall be to the highest level within the IEEE organizational structure consistent with the nature of the outside organization and the joint programs. Such IEEE representatives or delegates shall vote in these bodies as instructed by the Board of Directors when a position has been taken by the Board of Directors.
10. Ad Hoc Committees of the Board of Directors. An Ad Hoc Committee of the Board of Directors may be appointed from time to time by the Board of Directors, the President, or President-Elect to address a specific issue or activity that is not appropriate to be addressed by an ongoing Committee of IEEE.

The scope, membership, source of funding, and expected duration of each such Ad Hoc Committee shall be specified at the time of appointment. If the President or the President-Elect appoints an Ad Hoc Committee, notification of the formation shall be provided to the Board of Directors within seven business days, including the above Ad Hoc Committee elements.

An Ad Hoc Committee may be appointed to provide expert advice to the IEEE Board of Directors on a particular subject. When specialized expertise is required, non-members of IEEE shall be eligible for appointment as voting members of an Ad Hoc Committee.

The activities of an Ad Hoc Committee are expected to be completed by the end of the calendar year of the Committee's formation, at which time the Ad Hoc Committee shall terminate. Ad Hoc Committee term extensions in increments of one calendar year or less may be made by the appointing body, the President, or President-Elect, as applicable.

I-305. Functions and Membership of the Committees

1. Audit Committee. The Audit Committee shall be comprised solely of independent directors as such term is defined by the New York Not-for-Profit Law. It shall be appointed by and responsible to the Board of Directors with respect to matters involving the accounting, auditing, financial reporting, risk management, regulatory and compliance, and internal control functions of IEEE. It shall review policies and procedures which substantially impact the financial operations of IEEE, monitor conformance thereto, and recommend such changes as it considers desirable.

Membership. The Audit Committee shall consist of not fewer than three nor more than five voting members, and the Immediate Past Chair who shall serve as an ex officio member without vote. Members shall be chosen from those who will be serving the first year of a two-year term on the Board of Directors, none of whom shall be a corporate officer. All members of the Audit Committee must be financially literate and one such member shall be a Financial Expert selected considering the definitions and attributes enumerated in the Audit Committee Charter as it may be revised from time to time. Members shall be appointed for two-year staggered terms. If there is an insufficient number of qualified candidates for Committee membership available from the first year Board members, the Board of Directors may appoint a second year Board member for a one-year term.

The Board of Directors shall appoint the Chair, normally from those who will be serving the second year of their term on the Committee.

2. Awards Board. The Awards Board shall be responsible to the Board of Directors for administering the awards specified in the IEEE Policies; for monitoring all other awards, scholarships, and formal recognitions excluding Fellow grade elevations; for recommending candidates for IEEE Honorary Membership; and for developing an awards structure for recognizing excellence in activities within the fields of interest to IEEE. The Awards Board shall recommend policies to the IEEE Board of Directors for awards, scholarships, and formal recognitions of IEEE other than Fellow awards, under its administrative purview. It may delegate to the appropriate body responsibility for administration, selection of candidates, and presentation of all awards, other than those listed in IEEE Policies.

Membership. The Awards Board shall consist of not more than 21 members who shall be the Chair and Vice Chair, appointed by the Board of Directors; the Past Chair; Treasurer and Chairs of the Medals Council, Technical Field Awards Council, Recognitions Council, Presentation and Publicity Committee, Awards Policy and Portfolio Review Committee and Joint Awards with National Societies Committee, all of whom shall be appointed by the outgoing Awards Board; six Members-at-large, four of whom shall be appointed by the Board of Directors, one Division Delegate/Director and one Region Delegate/Director who shall be appointed by their respective Vice Presidents, and whom shall be the only members of the Awards Board who are also members of the Board of Directors; the Chairs of the Awards and Recognition Committees of EAB, MGAB, IEEE SA, TAB and IEEE-USA, all of whom shall be appointed by their respective Vice Presidents.

3. Diversity and Inclusion Committee. The Committee shall assist the Board of Directors in support of IEEE's commitment to advancing diversity in the technical profession, and to promoting an inclusive and equitable culture that welcomes, engages, and rewards all who contribute to the field, without regard to race, religion, gender, disability, age, national origin, sexual orientation, gender identity, or gender expression.

Membership. The Diversity and Inclusion Committee shall consist of 11 members including the Chair, appointed by the IEEE Board, as recommended by the IEEE Nominations and Appointments Committee; a Vice Chair selected from the current members of the Committee; two Members-at-Large, appointed by the IEEE Board, as recommended by the IEEE Nominations and Appointments Committee; and one member appointed by each of the Chairs of the Major Boards (EAB, IEEE SA BOG, IEEE-USAB, MGAB, PSPB, and TAB) and the Awards Board. The IEEE Executive Director shall serve as a non-voting member. The Chair shall serve a one-year term, with reappointment permissible for an additional one-year term. The Vice Chair shall serve a one-year term and the Members-at-Large and other appointees shall serve two-year staggered terms, with reappointment permissible for one additional two-year term. The Chair shall work with the Major Board Chairs to ensure their appointees reflect the diverse, global nature of IEEE's membership and activities.

4. Election Oversight Committee. The Election Oversight Committee shall be appointed by and be responsible to the IEEE Board of Directors as a Committee of the Corporation and shall assist the IEEE in adjudicating election-related matters in the IEEE Annual Election and all other IEEE elections. The Committee shall develop, maintain, and moderate the official Constitutional Amendment discussion forum, and assist forum participants in reaching consensus on statements for placement

on the ballot. It shall provide advice and guidance on electioneering related matters and recommend appropriate changes to electioneering procedures.

Membership. The Election Oversight Committee shall consist of at least seven and up to thirteen members, including a Chair and a Vice-Chair. At least five members shall have been previously elected using the IEEE Annual Election ballot system. At least one member shall be a current or past member of the IEEE Tellers Committee. At least one member shall be a past member of the IEEE Nominations and Appointments Committee. Members of the IEEE Board of Directors, IEEE Directors-Elect, and individuals who are on the ballot or petitioning to be on the ballot of the current or following year's IEEE Annual Election are ineligible to serve. Individuals who have initiated a Constitutional Amendment petition for the current or following year's IEEE Annual Election are also ineligible to serve. Members shall be appointed for three-year staggered terms with reappointment permissible. The Chair and Vice-Chair shall be selected from among the members and appointed for a one-year term. The Chair should have at least one year prior service on the Committee. Members may serve up to six consecutive years and may not be reappointed to the Committee after a consecutive six years of service without a two-year break. During service on the Election Oversight Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.

5. Employee Benefits and Compensation Committee. The IEEE Employee Benefits and Compensation Committee shall report to the IEEE Board of Directors. It shall review and recommend for approval to the IEEE Board of Directors compensation guidelines, benefits whose costs are budgeted, and related matters, including philosophy, policies, programs, long-term planning, and financial considerations for IEEE employees. The Committee shall also provide guidance to IEEE in its role as Administrator for all employee benefit plans of IEEE governed by the Employee Retirement Income Security Act of 1974 (ERISA). To ensure relative market reasonableness, the Committee shall review and approve the employee benefits and compensation provided to disqualified persons , with the exception of the IEEE Executive Director, as specified in the Committee Charter. The Committee shall also review and provide a report to the IEEE Board of Director, annually of individuals whose compensation is reported on the annual IRS Form 990. The Executive Performance and Compensation Committee shall oversee all matters related to the compensation and benefits provided to the IEEE Executive Director as defined in these Bylaws.

Membership. The IEEE Employee Benefits and Compensation Committee shall be appointed by the IEEE Board of Directors and shall consist of at least six members, who shall serve three-year staggered terms, which may include up to two Members-at-large who may be non-members of IEEE. At least three members of the committee shall be sitting members of the IEEE Board of Directors. Individuals may be re-appointed to serve one additional term. The Chair shall be an IEEE member, shall serve a one-year term, and shall normally be serving in their second or subsequent year on the EBCC. Officers or other individuals restricted from service on the IEEE Employee Benefits and Compensation Committee shall be specified in the IEEE Employee Benefits and Compensation Committee Charter. Non-members of IEEE who are eligible for appointment as voting members shall be professionals in the field of human resources, compensation, regulatory compliance, employee relations, organizational development, and/or employee benefits and wellness.

6. Ethics and Member Conduct Committee. The Ethics and Member Conduct Committee shall make recommendations for policies and/or educational programs to promote the ethical behavior of members, non-members, and staff, and shall consider instituting proceedings, as defined in IEEE Bylaws I-110 and I-111, related to matters of member discipline and member requests for support.

The Committee shall be responsible for determining or recommending sanctions, as defined in IEEE Bylaw I-110, and other disciplinary actions against members found to have been responsible for misconduct. For non-members found to have been responsible for misconduct while participating in an IEEE activity, the Committee shall be responsible for determining disciplinary actions.

Neither the Ethics and Member Conduct Committee nor any of its members shall solicit or otherwise invite complaints, nor shall they provide advice to individuals regarding complaints, except they may provide information on the IEEE process for reporting misconduct.

Membership. The IEEE Ethics and Member Conduct Committee (EMCC) shall consist of not more than ten (10) voting members that shall include the Chair, Vice Chair, and seven members, all of whom shall be appointed by the Board of Directors, and the Chair of the EMCC Conduct Review Committee, who shall be appointed by the EMCC Chair. Members who are appointed by the Board of Directors shall serve two-year staggered terms, with reappointment permissible for one additional two-year term.

Members of the IEEE Board of Directors may not simultaneously serve as members of the EMCC. Members of the EMCC Conduct Review Committee may not simultaneously serve as members of the EMCC, with the exception of the Chair of the EMCC Conduct Review Committee. The EMCC membership should include IEEE members with experience in, and knowledge of, the major organizational units of IEEE.

7. European Public Policy Committee. The European Public Policy Committee (EPPC) shall advise the IEEE Board of Directors on activities and programs focused on shaping public policy in the European Union (EU) and European Free Trade Association (EFTA) countries and the United Kingdom (UK) to benefit IEEE members, engineering professionals and the general public. The Committee shall coordinate public policy activities in Europe and shall be an advocate on such matters for IEEE members in the countries specified above. The Committee shall oversee and provide opportunities and activities for IEEE members in Europe to engage in policy initiatives that includes, but is not limited to, the development of public policy papers, organizing and attending meetings and events, participation on policy working groups, increased interaction with regional governmental bodies and agencies, and other activities that look to advance technology through public policy. The European Public Policy Assessment, as defined in IEEE Bylaw I-108.6, shall be used to fund activities and shall be overseen by the EPPC.

Membership. The European Public Policy Committee shall consist of not more than thirteen members, all of whom shall be appointed for two-year terms by the Board of Directors with reappointment permissible for a second two-year term. The terms of the members shall be staggered. All members shall reside within the European Union/European Free Trade Association countries and the United Kingdom (UK). The Chair, who shall be appointed by the IEEE Board, shall be selected from among the members and shall serve a one-year term in that position, with reappointment permissible. Each year the Committee shall select one member to serve as its Vice-

Chair. Members shall have an understanding of effective and appropriate methods of engaging in public policy initiatives.

8. Executive Performance and Compensation Committee. The IEEE Executive Performance and Compensation Committee shall be responsible to the Board of Directors with respect to determining activities and matters relating to the IEEE Executive Director's annual goal setting, performance evaluation, compensation and benefits. To ensure relative market reasonableness, annually the Committee shall review relevant market data and, based on its analysis, propose the employee benefits and compensation of the IEEE Executive Director to the Board of Directors for its review and approval in accordance with IEEE Policies and related contractual obligations in accordance with the Executive Director's employment agreement, if any. The Committee shall also perform such other tasks as specified in its Charter.

Membership. The IEEE Executive Performance and Compensation Committee shall be comprised of the IEEE President, President-Elect and Past President. The IEEE President shall serve as the Chair.

9. Fellow Committee. The Fellow Committee shall be responsible to the Board of Directors for making recommendations to the Board of Directors for nominees to be conferred the grade of Fellow. The Fellow Committee shall also provide a citation for each such nominee. The total number of Fellow recommendations in any one year must not exceed one-tenth of one percent of the IEEE voting membership on record as of 31 December of the year preceding. The nomination process shall be set forth in the Fellow Committee Operations Manual.

No member of the Board of Directors, the IEEE Fellow Committee (IEEE FC), or the staff shall act as Nominator, Reference, or Endorser for any Fellow Nominee. No member of the Society/Technical Council (S/TC) Fellow Evaluating Committee or the Cohort Fellow Evaluating Committee reviewing a nomination shall act as Nominator, Reference, or Endorser for that Fellow Nominee. If the nominator, reference, or endorser occupies any of these positions on the date of submission of the nomination, reference, or endorsement form, then the nomination, reference or endorsement by such person shall not be considered.

Membership. The Fellow Committee shall consist of not more than 52 members, including the Chair and Vice Chair, all of whom shall be appointed by the Board of Directors. Members shall serve a two-year staggered term with reappointment permissible for one additional two-year term. The Chair and Vice Chair shall be selected from among the members and shall serve one-year terms in those positions with reappointment permissible for one additional term. Members shall be chosen from among those of Fellow grade and reflect the diverse, global nature of IEEE's membership, with consideration to geographic, technical, and professional representation, and Standards' activities. The Vice Chair shall assist the Chair and shall act on behalf of the Chair in the event of his/her incapacity.

10. Finance Committee. The Finance Committee shall be appointed by and shall report to the Board of Directors. The Finance Committee shall be responsible for annually providing a statement concerning IEEE's short-term and long-term financial strategy; providing a list of all financial issues affecting IEEE; developing the Capital and Operating Budgets; and providing a statement of allocated and unallocated operating and capital reserves of IEEE, subdivided by individual organizational unit.

Membership. The Finance Committee shall consist of not more than ten members including the Treasurer, Past Treasurer, and the financial representatives from the Awards Board, Educational Activities Board, Humanitarian Technologies Board, Publication Services and Products Board, Member and Geographic Activities Board, Standards Association, Technical Activities Board and IEEE-USA. Travel support for these representatives shall be the responsibility of the appointing organizational unit. All members of the Finance Committee shall have voting rights. The Treasurer shall act as Chair.

11. Global Public Policy Committee. The Global Public Policy Committee shall advise IEEE through the IEEE Board of Directors on matters related to public policy. It shall encourage, assist, coordinate, and oversee public policy activities throughout the IEEE with the goal of enhancing and sustaining IEEE's reputation as a globally-relevant resource of high-quality, balanced and effective advice, information, and advocacy on public policy issues within IEEE's sphere of technical competence and professional interest. Its specific processes and functions shall be specified in a Board-approved Charter and Operations Manual.

Membership. The Committee shall comprise a Chair and eight Members-at-large, who shall be appointed by the Board of Directors for two-year terms, and who shall be eligible for reappointment for up to six consecutive years of service. One Member-at-large, chosen by the Committee, shall serve as Vice-Chair. Committee Members shall have relevant experience in public policy, preferably within IEEE. They shall not concurrently serve on the IEEE Board of Directors or the Governing Board of a Major Organizational Unit. In selecting members, consideration shall be given to achieving diversity among geographic, professional, technical and other relevant perspectives. Members shall be selected from at least five different countries.

12. Governance Committee. The IEEE Governance Committee shall be appointed by and shall be responsible to the Board of Directors. The Committee shall assist the Board of Directors on governance matters related to the effectiveness and efficiency of IEEE. Such matters shall include, but are not limited to, the review of proposed amendments to IEEE's governing documents to assure clarity, consistency, and legal compliance; leadership training and orientation for new Board members; and providing guidance on organizational structure.

Membership. The IEEE Governance Committee shall consist of up to ten voting members, including the IEEE Secretary who shall be Chair, the Immediate Past Secretary, and up to eight additional members who shall be appointed by the Board of Directors for two-year terms with reappointment permissible for a second two-year term. The terms of the members shall be staggered. Members shall have a detailed knowledge of IEEE and its governing documents, operations, vision and strategic direction, and an understanding of best governance practices.

(Reference Appendix A: IEEE Bylaw Updates Approved by IEEE Board of Directors with Future Effectivity Dates)

13. History Committee. The History Committee shall be appointed by and shall report to the Board of Directors. The History Committee shall be responsible for promoting the collection, writing, and dissemination of historical information in the fields covered by IEEE technical and professional activities, as well as historical information about IEEE and its predecessor organizations. It shall provide assistance to all major boards, work with external institutions when helpful information is requested and can be secured, and provide information and recommendations to the Board of

Directors when appropriate. The History Committee also works with the IEEE History Center in recommending historical projects to be carried out by or under the direction of the Center.

Membership. The History Committee shall consist of not more than 15 members, who shall be chosen for knowledge of and interest in electro technical history. In view of the special expertise required, non-members of IEEE shall be eligible for appointment as voting members of this Committee. Terms shall be two years with reappointment permissible for a second two-year term. The Chair shall be selected from among the members for a one-year term with reappointment permissible for one additional term and shall be an IEEE member. The Staff Secretary shall serve as an ex officio non-voting member.

14. Humanitarian Technologies Board. The IEEE Humanitarian Technologies Board (HTB) shall be appointed by and shall be responsible to the Board of Directors. The Committee shall support the Board vision of IEEE volunteers around the world carrying out and/or supporting impactful humanitarian technology activities at the local level. Humanitarian Technology activities shall be defined as those IEEE programs and activities focused principally on applying science, engineering, and technology to satisfy the unaddressed social needs of specific communities which are not adequately served by existing government, commercial or non-commercial services.

The HTB shall oversee and support all Humanitarian Technology Programs in IEEE, including those executed by other IEEE organizations. The HTB shall also be responsible for execution of Humanitarian Technology programs assigned to them by the IEEE Board of Directors.

The HTB shall support development of programs enabling volunteer engagement in humanitarian technology activities; review and evaluate the overall effectiveness of Humanitarian technology programs across IEEE, encourage, assist, and recommend best practices as they relate to programs and projects throughout the IEEE; evaluate funding proposals for projects to be carried out at the local level; and establish relationships with other non-IEEE entities sharing similar goals with respect to humanitarian efforts.

Membership. The IEEE Humanitarian Technologies Board shall consist of not more than sixteen voting members. Up to ten of these members shall be appointed by the IEEE Board of Directors, including the Chair, the Immediate Past Chair, and may include one non-IEEE member who has specialized expertise in the area of humanitarian efforts. Six of these members shall be appointed by the respective major board Vice-President or President, as follows, in consultation with the HTB chair: two members from the Member and Geographic Activities Board, with one from Regions (1)-(7) and one from Regions (8)-(10); two members from the Technical Activities Board; one member from the Educational Activities Board; and, one member from the Standards Association. Members have relevant experience and knowledge of IEEE humanitarian technology activities, as well as an understanding of best practices with regards to evaluating, monitoring, and assessing programs and activities. The Chairs of all subcommittees shall be members of HTB.

The HTB Chair shall serve a one year term with reappointment permissible for an additional year. The Immediate Past Chair shall serve until replaced. In the event the Immediate Past Chair is unable or unwilling to serve, the next most recent Past Chair available and willing shall serve on the Committee. Committee members, including any non-IEEE members, shall serve a one year term with reappointment permissible for up to two additional one year terms.

The maximum consecutive term of membership on the board (excluding time as Chair, Past Chair or on any HTB subcommittee) is three years.

15. Industry Engagement Committee. The Industry Engagement Committee shall advise on, and recommend to, the IEEE Board of Directors activities, proposals and programs focused on increasing IEEE's connection with industry, government and industry professionals, i.e., industry engagement. The Committee shall assist in the development of IEEE's strategic direction as it relates to industry engagement. The Committee shall facilitate IEEE industry engagement activities broadly across IEEE, coordinate at the IEEE level, identify and act on opportunities, gaps and overlaps across IEEE, launch initiatives, and recommend to the IEEE Board of Directors needed development of products and services to meet the needs of industry, government and industry professionals.

Membership. The Industry Engagement Committee shall consist of not more than thirteen voting members, including the Chair, Vice Chair, and the most recent Past Chair willing to serve, all of whom shall be appointed by the IEEE Board of Directors. One non-voting liaison member shall be appointed by the Chair of each Major Board (EAB, IEEE SA BoG, IEEE-USA, MGAB, PSPB and TAB). Members and non-voting liaison members shall serve two-year staggered terms with reappointment permissible for one additional two-year term. The Chair, who should have recent experience on the Committee, and the Vice Chair, shall be selected from among the Committee members and shall serve a one-year term in those positions with reappointment permissible for one additional term. The Vice Chair shall assist the Chair and shall act on behalf of the Chair in the event of his/her incapacity. Members and non-voting liaison members may serve up to two consecutive terms and may be reappointed to the Committee with a two-year break in service. The Past Chair shall serve until replaced. Members and non-voting liaison members should have knowledge of IEEE's operations, structure, vision and strategic direction, and recent experience as an industry professional. In selecting members and non-voting liaison members, they should be actively engaged in IEEE industry engagement activities and consideration shall be given to experience in industry-related areas such as standards activities, technical activities, government relationships, strategy development and other relevant perspectives.

16. Investment Committee. The Investment Committee shall be appointed by and shall report to the Board of Directors. The Investment Committee shall advise and assist the Board of Directors on matters relating to IEEE investments. The Investment Committee shall meet and act pursuant to such rules as it shall determine, but no report or recommendation shall be implemented without the approval of the Treasurer. The Investment Committee may recommend to the Board of Directors the appointment of one or more asset managers who shall have the authority to invest, manage, or control IEEE assets subject to the terms of their appointment, and to restrictions and specifications therein. The Investment Committee Chair may create subcommittees to address specific issues. The Chair and the Members-at-large of each subcommittee must be members of the Investment Committee.

Membership. The Investment Committee shall consist of not more than eleven members including a Chair; the IEEE Treasurer; one member appointed by the IEEE President; one member appointed by the Vice President - Technical Activities; and from four to seven Members-at-large. The Members-at-large, including the Chair, shall be appointed by the Board of Directors on the recommendation of the Treasurer. In view of the expertise required, with the exception of the appointments made by the President and the Vice President - Technical Activities who shall be IEEE

members, non-members of IEEE shall be eligible for appointment as voting members of this Committee. The Chair of the Investment Committee shall be appointed for an initial one-year term, with the possibility for reappointment for up to four additional one-year terms. Members-at-large of the Investment Committee shall be appointed for an initial one-year term, with the possibility for re-appointment for two additional three-year terms, for a maximum of seven years of service. When deemed in the best interest of IEEE, the Board of Directors may reappoint a Member-at-large for an additional three-year term. The maximum term of service for any member of the Investment Committee shall be ten years.

17. New Initiatives Committee. The IEEE New Initiatives Committee (NIC) shall be appointed by and report to the IEEE Board of Directors. The NIC shall identify, recommend, and monitor new initiative projects and programs consistent with IEEE's vision, mission, and Strategic Plan.

Membership. The New Initiatives Committee shall consist of not more than eleven voting members as follows: the Chair; Chair-Elect; Past Chair; the IEEE President-Elect; a representative from IEEE's strategic planning activity, as appointed by the IEEE President; and up to six Members-at-large who shall serve two-year staggered terms. In view of the special expertise required for Members-at-large, selection will be based on competencies in the fields of science, technology and engineering, up-to-date knowledge on research, practice and education of science and engineering fields. Following completion of his/her term as Chair-Elect, that individual shall automatically become the Committee Chair. The Chair-Elect shall be selected from among those individuals who have served at least one full term as a Member-at-large on the committee and are IEEE members in good standing of Graduate Student Member, Member, Senior Member or Fellow grade. Members shall not serve as advocates or be directly involved in the development of proposals under consideration by NIC within the conflict of interest guidelines that shall be specified in the Committee Operations Manual.

18. Nominations and Appointments Committee. The Nominations and Appointments Committee shall be appointed by and shall be responsible to the Board of Directors and shall:

- 1) Submit to the Board of Directors a list of candidates recommended for appointment to all Committees, Boards, and Major Boards (as defined in Bylaws I-303 and I-304) for the ensuing year, excluding those persons who are nominated through other sources as provided in these Bylaws. The list shall be submitted in time for appointment before 31 December of the preceding year or as otherwise called for in these Bylaws.
- 2) Discharge responsibilities assigned to it pursuant to Bylaw I-307.
- 3) Submit to the Assembly, prior to its annual meeting, a list of candidates recommended for election by that body for the positions set forth below and in accordance with the following:

Vice President - Educational Activities,

Vice President - Publication Services and Products,

Secretary,

Treasurer

- a) No candidate may be nominated for more than one position.
 - b) Each slate shall contain the names of two or more candidates. At least two of the candidates shall not be included on the IEEE Annual Election ballot for a position in which the period of service as a member of the IEEE Board of Directors will run concurrently with the Assembly-elected position.
- 4) Membership. The Nominations and Appointments Committee shall comprise 16 members as follows: six members, who shall serve two-year terms, three of whom shall be appointed in even-numbered years, three of whom shall be appointed in odd-numbered years, at least one of whom shall be chosen from among those of Fellow grade, and none of whom shall be concurrently serving on the Board of Directors; the Chair-Elect, who shall be the Past President currently serving on the Board of Directors in such capacity and who shall assume the position of Chair in the succeeding year; the Chair; the Past Chair; the Chair of each Major Board Nominations and Appointments Committee and the Chair of the Awards Board Nominations and Appointments Committee.

In the event the Past President declines to serve as Chair-Elect, a past member of the Board of Directors not currently serving on the Board of Directors shall be recommended for the position by the Nominations and Appointments Committee and appointed by the Board of Directors.

- 5) A member of the Nominations and Appointments Committee shall not be eligible to be elected or appointed to any office for which the Nominations and Appointments Committee makes nominations.
 - 6) During service on the Nominations and Appointments Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.
19. Organizational Unit Alignment Committee. The IEEE Organizational Unit (OU) Alignment Committee shall be a Committee of IEEE reporting to the IEEE Board of Directors. The Committee shall provide a venue for the leadership from the various organizational units across the IEEE to come together to discuss their activities and to look for opportunities to collaborate on projects and initiatives or other matters applicable to the different groups, thereby strengthening partnerships, communications, and cross-OU alignment. The Committee shall work to drive improved performance across the organization to provide better experiences for the many constituencies (members, volunteers, non-members, customers, partners, etc.) the organizational units serve.
- Membership. The Organizational Unit Alignment Committee shall comprise the Chairs of the six Major Boards as voting members, and the Managing Directors who directly support the Major Boards. The role of Chair, and related responsibilities, shall be rotated among the members based on a schedule determined by Committee consensus.
20. Public Visibility Committee. The IEEE Public Visibility Committee shall be appointed by and report to the IEEE Board of Directors. The Public Visibility Committee shall be responsible for the public visibility initiative, related communications and other activities focused on increasing public understanding of how engineering, computing and technology benefit humanity, and to promote the visibility of engineering, computing and IEEE technical professionals who carry out this work.

Membership. The IEEE Public Visibility Committee shall consist of not more than six voting members, including the Chair, all of whom shall be appointed by the IEEE Board of Directors. Members shall serve two-year staggered terms with reappointment permissible for one additional term. The Chair, who should have recent experience on the Committee, shall be selected from among the Committee members and shall serve a one-year term in that position with reappointment permissible for one additional term. In view of the expertise required, non-members of IEEE shall be eligible for appointment as voting members of this Committee. Members shall have knowledge of, or experience in public visibility initiatives or corporate communication programs.

21. Strategy and Alignment Committee. The IEEE Strategy and Alignment Committee shall be a Committee of IEEE responsible to the IEEE Board with respect to matters involving the development and maintenance of an IEEE Strategic Plan. It shall coordinate strategic planning activities and the alignment of such activities across the organization. The Committee shall examine IEEE's mission, vision, value statements, and governing principles for currency and relevance, and advise the Board of Directors on strategic matters and priorities to be considered relative to IEEE's core purposes.

Membership. The Strategy and Alignment Committee shall be comprised of twelve voting members including the IEEE Past President, who shall serve as Chair, IEEE Secretary, IEEE Treasurer, Chair of the IEEE New Initiatives Committee, one member-at-large, one member appointed by each of Chairs of the Major Boards (EAB, IEEE SA BOG, IEEE-USAB, MGAB, PSPB, and TAB), and one member appointed by the Chair of the IEEE Foundation Board. The IEEE Executive Director shall be a non-voting member of the Committee.

The member-at-large, and seven appointees shall serve two-year staggered terms, with re-appointment permissible for one additional two-year term.

Members should have core competencies such as strategic planning and program assessment experience. The appointees from the Organizational Units should be actively engaged in strategic planning for the Organizational Unit and have the ability and desire to provide alignment and linkage to their Organizational Unit's strategy. The Chair shall work with the Major Board Chairs to ensure the committee membership shall reflect the diverse, global nature of IEEE's membership and activities.

22. Tellers Committee. The Tellers Committee shall be appointed by and shall be responsible to the Board of Directors. The Tellers Committee shall oversee all matters related to the IEEE annual election ballot and ballots including Constitutional Amendments, provided to the membership of IEEE or to groups of members for a vote, including, but not limited to processing of ballots received; tallying of the votes; preparation and administration of the ballot; setting, approving and granting exceptions to the calendar and timeline of events related to the election; and processing of petitions. The Tellers Committee will coordinate its activities with the IEEE Election Oversight Committee in areas that relate to the responsibilities and duties of both committees.

The Tellers Committee shall announce the tally of the votes not later than the tenth business day following the final election ballot receipt date (as defined in Bylaw I-307.14), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-308), as the case may be, in a report to the Board of Directors signed by the Chair

of the Tellers Committee. In the event of a tie vote for the office of IEEE President-Elect, the IEEE Assembly shall choose between the nominees (as defined in Bylaw I-307.15.)

The Tellers Committee shall announce the tally of the petition signatures, not later than 15 business days following the deadline for receipt of petitions, in a report to the Board of Directors signed by the Chair of the Tellers Committee.

The Tellers Committee shall have such other related duties as are delegated to it by resolution of the Board of Directors.

During service on the Tellers Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.

Membership. The Tellers Committee shall consist of not more than ten IEEE voting members, including the Chair and Vice Chair, appointed by the IEEE Board of Directors.

I-306. IEEE Executive Director and Other Staff

1. Guidelines for hiring, terms of employment and compensation of the IEEE Executive Director shall be specified in the IEEE Policies.
2. Responsibilities of IEEE Executive Director. The IEEE Executive Director shall be the chief operating officer of IEEE; shall be in charge of IEEE Headquarters, IEEE's staff and operations; shall be responsible for all property and equipment owned and used by IEEE, for which he/she shall be responsible to the Board of Directors; and shall perform such additional duties as specified by the Board of Directors.

The IEEE Executive Director shall attend meetings of the Board of Directors and shall be an active participant in their deliberations. When issues related to the employment of the IEEE Executive Director are to be discussed, the IEEE Executive Director shall absent himself or herself at the request of the Chair.

3. Secretarial Functions. The IEEE Executive Director shall, under the supervision of the IEEE Secretary, perform such functions as are necessary for meeting the responsibilities assigned to the IEEE Secretary.
4. Fiscal Responsibilities. The IEEE Executive Director shall cooperate with the Finance Committee and, under the supervision of the Treasurer, execute IEEE fiscal policies and operations.
5. Role With Respect to Publications. The IEEE Executive Director shall cooperate with the Publication Services and Products Board and, under the direction of the Vice President - Publication Services and Products, administer IEEE publication activities.
6. Role With Respect to Tellers Committee. The IEEE Executive Director shall assist the Tellers Committee in the performance of its work.
7. IEEE Strategic Plan. The IEEE Executive Director, working with the IEEE Board of Directors, shall have oversight responsibility for the implementation of the IEEE Strategic Plan.

8. IEEE Website. The IEEE Executive Director shall have oversight responsibility for the IEEE website and related policies and practices.
9. Meeting Attendance. The IEEE Executive Director shall attend such meetings of IEEE, its units, and related bodies as may be required in the discharge of his/her duties.
10. Voting Privileges. No member of the staff shall have any vote by reason of membership on any IEEE Board or Committee.
11. IEEE Corporate Seal. The IEEE Corporate Seal shall be circular in form and have inscribed thereon the name of The Institute of Electrical and Electronics Engineers, Incorporated, and the words "Founded" and "New York" and "1884."

I-307. Nominations and Elections

1. Nominations and Appointments Committees. The following requirements shall govern the Nominations and Appointments (N&A) Committees of the six Major Boards and the IEEE Awards Board N&A Committee:
 - a) The Chair of each of these N&A Committees shall be either the past past chair, immediate past chair or chair-elect of the governing body of that organizational unit as specified in the governing documents of that organizational unit. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the organizational unit's N&A Committee available shall be the Chair of that respective N&A Committee. With extenuating circumstances, an organizational unit may appoint a different individual to this position.
 - b) Chairs shall not be eligible to be elected to the Board of Directors during their term of service.
 - c) At least two-thirds of the voting members of each N&A Committee shall be elected or appointed by the governing body of their respective organizational unit.
 - d) A member of an N&A Committee may be nominated and run for a position for which such member's respective N&A Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same N&A Committee and (ii) the member resigns from the N&A Committee prior to its first meeting in which the nomination shall be made.
2. Call for Nominations. The Chair of the IEEE Nominations and Appointments Committee shall invite the submissions of suitable names to be considered by the IEEE Nominations and Appointments Committee for various elective offices of the organizational units.
3. Candidate Qualification and Vetting. All individuals shall be vetted by the IEEE Legal and Compliance Department prior to discussion of their nomination for appointment or election to any offices on the IEEE Annual Election ballot, Committees of the IEEE Board of Directors, Committees of the IEEE, and the six Major Boards. The IEEE Legal and Compliance Department shall refer the names of individuals who require additional review to the IEEE Election Oversight Committee (EOC). The IEEE Policies and EOC Operations Manual shall specify procedures for review of credentials, and for qualification and disqualification of candidates and potential candidates (including nominees, petitioners and petition candidates).

These procedures shall be to ensure that the potential election or selection of such nominees, petitioners, and petition candidates meet all eligibility requirements, have had a thorough and fair review of evidence in context, and determine that such individuals, would not be harmful to the interests or reputation of IEEE.

The individuals under review will be provided with the opportunity to address and comment on charges that may lead to disqualification.

4. President-Elect Candidates. The IEEE Nominations and Appointments Committee shall submit to the Board of Directors the names of at least two candidates for the office of President-Elect. In addition to the slate presented by the IEEE Nominations and Appointments Committee to the Board of Directors to be considered as candidates for the position of IEEE President-Elect, the Board of Directors shall employ the following process to determine any other individuals to be considered as candidates.
 - To be eligible for consideration by the Board of Directors as a candidate for the office of President-Elect, all such additional candidates shall have been considered for the President-Elect position by the IEEE Nominations and Appointments Committee, using the Committee's established procedures.
 - A nomination of an additional candidate supported by at least eight (8) Board members, excluding the candidate, if applicable, must be received no later than 12:00 Noon Eastern time, ten (10) days prior to the date of the Board of Directors meeting at which deliberations will be held to select the candidates for the office of President-Elect to be presented to the membership.
 - Nominations from Board members, which shall remain confidential, shall be submitted to a designee specified by the IEEE Executive Director. Candidate biography and position statements, provided to the Board shall be those considered by the IEEE Nominations and Appointments Committee.
 - Qualifying nominations and supporting documentation shall be provided to the Board of Directors no later than 48 hours after the deadline for receipt of such nominations.
 - No nominations shall be permitted from the floor at the meeting of the Board of Directors at which deliberations shall be held to select the candidates for the office of President-Elect to be presented to the membership.

The detailed procedures to be followed when selecting the IEEE President-Elect candidates shall be specified in the IEEE Policies.

At least one year of IEEE Board of Directors service is required for all individuals before consideration by the IEEE Nominations and Appointments Committee or declaration of their intention to petition for the office of IEEE President-Elect.

5. Submission of Proposed Nominees. The IEEE Nominations and Appointments Committee shall transmit its list of proposed nominees to all Directors in time to permit the Board of Directors to fulfill the requirements of Article XII of the IEEE Constitution.

6. Delegate-Elect/Director-Elect. Each Region and Division through their respective Nominating Committees may propose a Delegate-Elect/Director-Elect slate rather than a Delegate/Director slate. A Delegate-Elect/Director-Elect shall automatically become the Delegate/Director without further election on the expiration of the incumbent Delegate/ Director's term or upon vacancy of the office. The term of office of a Delegate-Elect/Director-Elect may be one or two years.
 - a) The Regional Delegate-Elect/Director-Elects shall serve a two-year term.
 - b) The Division Delegate-Elect/Director-Elects shall serve a one-year term.
7. Submission of Slates. Slates of candidates submitted by IEEE organizational units for inclusion on the annual election ballot must be submitted to the Board of Directors by 15 March of each year. Slates shall be accompanied by each candidate's written acceptance of his or her nomination. In the absence of a slate of candidates, the office shall not appear on the IEEE Annual Election ballot, nor shall petitions be accepted for the office.
8. Single Nomination Slates. Submission by a Region or Division Nominating Committee of a slate containing a single nominee for a Delegate/Director or a Delegate-Elect/Director-Elect position may be accepted by the Board of Directors under special circumstances as specified in this Bylaw.

Single-candidate slates, if any, shall also be submitted to the IEEE Nominations and Appointments Committee by 15 March of each year. They shall be accompanied by a written explanation of the reasons for submitting such a slate, along with evidence that all the relevant bylaws have been followed. The IEEE Nominations and Appointments Committee shall forward each such slate onto the Board of Directors with a recommendation for or against its acceptance. If the Board of Directors does not accept a single-candidate slate, the IEEE Nominations and Appointments Committee shall be responsible to the Board of Directors for obtaining a second candidate in a timely fashion.

- a) Region and Division Provisions for Single Candidates. Submission by a Region or Division of a proposed slate with a single nominee for the office of Region or Division Delegate/Director or Delegate-Elect/Director-Elect shall be permitted under extraordinary extenuating circumstances, if all of the conditions of the following paragraphs (i), (ii) and (iii) are fulfilled:
 - i) The voting members of said Region or Division shall be given a timely reminder (via THE INSTITUTE, newsletter, or other communication to all voting members) that nominations for the position of Director or Director-Elect may be placed on the ballot by petition. A copy shall be delivered to the Managing Director for MGAB or TAB for use by the MGAB or TAB Nominations & Appointments Committee, and to the IEEE Executive Director for use by the IEEE Nominations & Appointments Committee at the same time it is given to the members.
 - ii) At least two-thirds of the Region or Division Nominating Committee members shall have voted to submit a single candidate.
 - iii) The Bylaws of the Region, or the Constitutions and Bylaws of all Societies within the Division explicitly allow for the submission of a single candidate. A copy is to be on file with the Managing Director, Member and Geographic Activities Department.

9. Voting Members Candidate Notification. In accordance with Article XII of the IEEE Constitution, the Board of Directors shall submit to all voting members on or before 1 May of each year a list of nominees for President-Elect; Delegate/Director or Delegate-Elect/Director-Elect, whichever is applicable; and such other officers to be elected by voting members for the coming term.
10. Petitioners and Petition Candidates. Individual voting members may propose, by petition, names to be added to the IEEE annual election ballot for positions of the officers to be elected by the voting members or groups of voting members for the coming term.

Petitioners are individuals who are in the process of collecting signatures on a petition to become candidates.

Petition Candidates are individuals who have met all requirements to be a candidate in an election via the petition process.

For all positions where the electorate is less than or equal to 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions where the electorate is more than 30,000 voting members, 300 signatures of eligible voters plus 1% of the number of eligible voters shall be required.

Qualifications of petition candidates and procedures for announcement, distribution, and approval of petitions shall be specified in the IEEE Policies.

The completed petition shall be submitted in a letter to the Board of Directors, to be received at IEEE Operations Center no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 May of the year of the election.

- i. For IEEE President-Elect candidates, only signatures submitted electronically through the IEEE annual election website at www.ieee.org/petition no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 April of the year of the election shall be accepted.
11. Approval of Ballot. During the period between the Friday preceding 15 May and 1 August of the year in which the election will be held, the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, shall be authorized to take any necessary actions on any petitions and to approve the ballot.
12. Ballot Submission Schedule. No later than the first working day following 14 August, the Board of Directors shall submit to eligible voting members on record as of 30 June, a ballot listing all nominees for the positions to be filled by election by the membership.
13. Candidature Withdrawal. Each proposed nominee named by the Board of Directors shall be consulted and, if he/she so requests, his/her name shall be withdrawn.
14. Ballot Presentation. The list of nominees required to be submitted to all voting members by the Constitution shall contain one or more names for the office of President-Elect.

The ballot presented to voting members of each of the Regions/Divisions where an election of Region/Division Delegate/Director or Region/Division Delegate-Elect/Director-Elect is to take place

shall contain the names of not fewer than two nor more than three candidates submitted in accordance with the MGAB and TAB sections of these Bylaws. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with IEEE Policies, Section 13.7.

The source of nomination of each candidate shall be identified. When desired, the Region ballot may also contain names of candidates for other Region offices (other than Region Delegate/Director) as determined by the Region Committee. If an individual is a voting member in Societies in more than one Division, that individual may participate in the election of each such Division. Regardless of how many Society memberships may be held within any one Division, an individual shall have only one vote in each Division election. For those cases where more than one candidate is on the ballot for any single office, the source of the nominations shall be identified adjacent to each name and the order of the list of names on the ballot for each office shall be randomized or determined by a lottery process conducted by the Tellers Committee. The ballot shall carry a statement to the effect that the order of the names was randomized or selected by lottery and indicates no preference.

15. Ballot Marking; Voting; Tellers Committee Announcement; Election Results. Ballots will be valid only when completed in accordance with the instructions accompanying the ballot and when received at IEEE Headquarters or by a qualified organization designated by the IEEE Executive Director before twelve o'clock noon on the first business day following 30 September (the "final election ballot receipt date"). Ballots shall be validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the tenth business day following the final election ballot receipt date. As provided in Bylaw I-305, the Tellers Committee shall announce the result of the tally of the votes not later than the tenth business day following the final election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee. The results of the vote shall become official upon acceptance by the Board of Directors of the Tellers Committee report, and in the case of an election challenge, the report of the IEEE President, IEEE Secretary and IEEE Executive Director, as specified in Bylaw I-307.19. Each nominee for office listed on the ballot shall be advised promptly of the Tellers Committee tally of the votes applicable to their respective elections. Eligible voting members shall be permitted to vote in each election for one nominee for each office appearing on the ballot. Subject to Bylaws I-307.16 and I-307.19, the nominee, for each office for which the election is being held, receiving the greatest number of qualified votes shall be declared elected.

In the event of a tie vote:

- The Board of Directors shall choose between the nominees involved for all positions, with the exception of the IEEE President-Elect.
- The IEEE Assembly shall choose between the nominees for the office of IEEE President-Elect.
- The IEEE Assembly shall advise the newly elected IEEE President-Elect and report the election result to the IEEE Board of Directors.

16. Write-in Votes; Election Report. For all positions on the annual election ballot, the provision for allowing write-in votes shall not be provided.

For elections of organizational units where ballots are used, write-in votes shall be permitted. In such elections, the ballots may include and identify, for each office in said election, space in which the voter may indicate the name of any person he/she desires to elect to that office, provided the individual is not already on the official ballot for the intended position. For such names to be counted in the election, each person so indicated shall meet such qualifications as may be specified for the office by the IEEE Constitution or Bylaws of the organizational unit conducting the election. The number of votes so cast for any such person shall have the same effect on the outcome of the election as if his/her name had been submitted on the ballot. The tally of such votes shall be included in the election report whenever the number of votes is sufficient to affect the order of preference of the candidates for the office. The provisions of Bylaw I-307.14 shall be observed. If any write-in candidate shall be declared to have won an election, he/she shall be so notified and requested to serve. If he/she declines to serve, the candidate receiving the next highest vote shall be declared to have won the election.

17. Oversight for Election Irregularities. The IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary and IEEE Executive Director, shall have the authority to act whenever the President determines, that irregularities, the incapacity or death of a candidate, or other unforeseen circumstances have or are likely to otherwise materially and adversely affect any election of Delegates/Directors so as to prevent the election from being completed in a timely manner, fairly, or with the full participation of the relevant membership group. In acting under this Bylaw, the IEEE President may temporarily assign to other persons or positions within IEEE the duties of any corporate office or position that is vacant and may take any and all other acts proper under law and that the IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary and IEEE Executive Director, determines to be reasonable and necessary to permit a fair and proper election, including acting on recommendations of the IEEE Election Oversight Committee for candidate disqualification (see Policy 13.3.A.5), accepting additional nominations for any position, and acting on recommendations of the IEEE Tellers Committee to delay an election or cancel any voting already completed and requiring that voting begin again. Any actions taken shall be promptly reported to the IEEE Board of Directors.
18. Unit Nominations and Petition. For each elective office in any organizational unit of the IEEE, which does not appear on the IEEE annual election ballot, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a nomination meeting of the organizational unit, provided such nominations are made at least 28 days before the date of election. The number of signatures required on a petition shall be determined as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

19. Election Challenge. A challenge to an election may be made by a candidate, in such election, provided that, not later than 15 days after the candidate is notified of the tally of votes in the Tellers Committee report to the Board of Directors, a written complaint from such candidate is received at IEEE Headquarters setting forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final election ballot receipt date and that is alleged to have materially compromised such election.

A challenge of a recall election may be made by the person who is the subject of the recall election provided that, not later than 15 days after the individual is informed of the tally of votes by the Tellers Committee, a written complaint from such person is received at IEEE Headquarters setting forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final recall election ballot receipt date and that is alleged to have materially compromised such recall election.

A challenge to the result of a vote on a Constitutional Amendment (a “referendum”) may be made by any voting member. The challenge shall identify the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final referendum ballot receipt date and that is alleged to have materially compromised such referendum. Any such challenge shall be made in writing to the IEEE President, with copies to the IEEE Executive Director, and it shall be received at the IEEE Operations Center not later than 15 days after the publication of the tally of votes in such referendum in the IEEE Tellers Committee report to the Board of Directors.

The IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary, the Chair of IEEE Election Oversight Committee, and IEEE Executive Director, shall report to the Board of Directors on the President’s determination as to whether any duly challenged membership election, recall election, or vote on a referendum was materially compromised by activity:

- a) in violation of the IEEE Constitution, Bylaws, or Policies; and
- b) that took place prior to the final election ballot receipt (as defined in Bylaw I-307.15), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-308), as the case may be, and
- c) if so, what remedial action should be taken.

Remedial action may include, but is not limited to, mandating:

- i) a new election,
- ii) recall election, or

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- iii) referendum as promptly as practicable under guidelines then established by the IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary and IEEE Executive Director, but shall not include mandating
- iv) the appointment to office of any candidate,
- v) the removal from office of any person who is the subject of a recall election, or
- vi) the enactment or non-passage of any Constitutional Amendment where such action reverses the result of the election, recall election, or referendum under challenge.

A successful candidate for office whose election is challenged shall not take office, a person who is the subject of a recall election shall not be removed from office, and any referendum decision shall not take effect until any challenge thereto has been resolved pursuant to this Bylaw.

The IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary, the Chair of the IEEE Election Oversight Committee, and IEEE Executive Director, shall make such investigation with respect to the challenge as the President determines to be appropriate and shall make the determination as soon as feasible and in any event within 30 days after copies of such complaint are distributed to the IEEE President, IEEE President-Elect, IEEE Past President, IEEE Secretary, the Chair of the IEEE Election Oversight Committee, and IEEE Executive Director. At that time, the IEEE President, working with the IEEE President-Elect, IEEE Past President, IEEE Secretary, Chair of the IEEE Election Oversight Committee, and IEEE Executive Director, shall prepare and submit a written report to the IEEE Board of Directors setting forth: (1) whether the complaint was timely filed and otherwise complied with the requirements of this Bylaw; (2) whether the alleged activity set forth in the complaint violated the IEEE Constitution, Bylaws, or Policies; (3) whether the challenged election, recall election, or referendum was materially compromised by such activity; (4) its determination as to any remedial action that should be taken; (5) the evidence relied on in connection with the foregoing findings and determination; and (6) any reasoning or other information deemed appropriate for inclusion in such report. Copies of such report shall also be promptly submitted to all candidates in the challenged election, to the person who is the subject of the recall election, or to the complainant and initiator with respect to the challenged referendum.

Any such determination by the IEEE President, shall become final ten days after the date of such report unless notice of an appeal of such determination is received at IEEE Headquarters or Operations Center within such ten-day period.

This Bylaw shall provide the sole and exclusive procedure for the challenge of any election, recall election, or referendum. If there is an appeal of the determination of the IEEE President, the Board of Directors shall consider the report, the appeal, and all evidence deemed to be relevant thereto, and shall make the final determination.

The IEEE Secretary shall coordinate the handling of all election challenges.

I-308. Amendments to IEEE Constitution and Bylaws

1. Constitutional Amendments. Constitutional Amendments may be placed on the annual election ballot by the IEEE Board of Directors or by member petition.

- a) IEEE Board of Directors Proposed Constitutional Amendment. A resolution adopted by vote of at least two-thirds of those present at a regularly constituted meeting of the Board of Directors is necessary to submit a proposed amendment to the voting members. A copy of such proposed amendment(s), shall be distributed to each voting member at least sixty days prior to the date designated for counting the votes.

When the Board of Directors undertakes an action to place a referendum on the ballot, that shall not be construed as endorsement. The Board of Directors may take a non-binding informational poll to provide context to the member discussion, with the understanding that the non-binding Board position is subject to change during the discussion process. Furthermore, the Board of Directors may endorse or oppose a referendum between the first working day following 31 May and the first working day following 30 June of the election year. At such time, in the event the Board of Directors moves to endorse or oppose a referendum, members of the Board of Directors shall not act in a manner that undermines any such motion of the Board of Directors. This shall allow continued free discussion of the referendum by all IEEE members other than members of the Board of Directors, in order to provide the opportunity for interested voting members to become well-informed.

- b) Proposed Amendment Petitions. Initiators of Constitutional Amendments shall be IEEE Members in good standing who are eligible to vote in the Annual Election. An initiator shall submit in writing to IEEE a copy of the exact wording of the proposed Constitutional Amendment the initiator wishes to circulate for signature. In order to be effective, such submission shall be received at the office of the IEEE Executive Director no later than twelve o'clock noon ET on the Friday preceding 15 December of the year preceding the year in which the Constitutional Amendment, if qualified, shall appear on the IEEE Annual Election ballot.

If the wording of a circulated petition deviates from the official wording approved by the IEEE Tellers Committee as defined below, such petition shall be disqualified. Only signatures for the official petition shall be counted toward qualification of a proposed amendment to be placed on the Annual Election ballot. Petitions for Constitutional Amendments may be circulated and signed no earlier than 1 May of the year preceding the submission of Constitutional Amendments to the voting members. (See also, IEEE Policies, Section 13.7.3. Petitions and Signatures Requirements.)

2. Proposed Amendment Review. A proposed Constitutional Amendment shall not conflict with IEEE's Certificate of Incorporation, the New York Not-For-Profit Corporation Law, or other legal or regulatory authority applicable to IEEE. Before an amendment to the Constitution is submitted to the voting members, it shall be reviewed by IEEE Legal Counsel for compliance.

The initiators of a Constitutional Amendment, and at their option and expense, their own legal counsel, shall work with IEEE Legal Counsel and the IEEE Secretary, with assistance from Corporate Governance staff, to strive to ensure that the proposed amendment is compliant and that its wording is clear, unambiguous, grammatically and stylistically correct, and pertinent to the subject matter of IEEE governance documents.

When following the foregoing cooperative process the wording of the proposed petition or a Constitutional Amendment is (i) determined to be compliant by IEEE Legal Counsel, reviewed by the IEEE Secretary, and approved by the IEEE Tellers Committee, it shall be considered the official petition language, or (ii) determined not compliant by IEEE Legal Counsel because it conflicts with the IEEE governing documents or other regulatory authority applicable to IEEE, then the proposed petition for Constitutional Amendment shall be rejected.

3. In the event that multiple amendments are submitted which have portions of overlapping content or seek opposing or inconsistent goals, the IEEE Election Oversight Committee and IEEE Corporate Governance staff shall work with the individual amendment initiators to merge amendments, or present contested issues in a single narrative that provides the voter with distinct alternatives. In the case of disagreements, or should multiple petitions for Constitutional Amendments be submitted for the same Annual Election ballot, the President, in consultation with the IEEE Secretary and the Executive Director, and with advice from the Chairs of: the IEEE Election Oversight Committee, the IEEE Governance Committee, and the IEEE Tellers Committee, shall resolve such disagreements or limit the number of amendments that will appear on the ballot. The agreed upon resolution shall be promptly reported by the President to the IEEE Board of Directors (see IEEE Bylaw I-307.17 Oversight for Election Irregularities.)
4. Proposed Amendment Petition Schedule. Except as described in Bylaw I-308.1, or unless otherwise directed by the Board of Directors, the schedule for (i) receipt of petitions for Constitutional Amendments and statements of petitioners in support of petitions to accompany the ballot, (ii) the submission of all Constitutional Amendments (including those initiated by the Board of Directors) to the voting members, and (iii) the counting of the ballots and tallying of votes with respect to proposed Constitutional Amendments shall conform to the schedule relating to the nomination and election of officers elected by the voting members set forth in Bylaw I-307.
5. Member Discussion of Referendums and Proposed Referendums. The IEEE Election Oversight Committee shall develop, maintain, and moderate an official discussion group, open to all IEEE members, on referendums. The role of the moderator, scope and procedures shall be specified in the IEEE Policies and in the IEEE Election Oversight Committee Operations Manual. (See also IEEE Policies, Section 13.3.D.12. Discussion Groups on Referendums and Proposed Referendums.)
6. Statements in favor of or in opposition to Amendments placed on the annual election ballot by IEEE Board of Directors or by member petition shall be received at the office of the IEEE Executive Director no later than the first working day following 30 June of the election year. All statements shall not exceed the maximum word length requirement specified in IEEE Policies, Section 13.7.1.C. Word Count.
 - a) The initiator may place a statement on the ballot.
 - b) Forum participants may provide a single consensus statement in favor and a single consensus opposition statement on the ballot. A URL or similar reference to an IEEE-moderated discussion group shall be provided on the ballot.

The IEEE Election Oversight Committee and the IEEE Governance staff, shall assist forum participants in reaching consensus statements.

c) For a member petition initiated referendum, the Board of Directors may place a statement on the ballot.

7. Ballot Marking Instructions; Voting; Tellers Committee Announcement; Election Results. A ballot that is marked neither for nor against a proposed Constitutional Amendment shall not be counted either as a "vote" or as a "ballot cast" for purposes of Article XIV, Section 2, of the Constitution, and the instructions accompanying the ballot shall so specify. Ballots for Constitutional Amendments shall carry a statement of the final date for receipt of ballots at IEEE Headquarters or at a qualified organization designated by the IEEE Executive Director (the "final referendum ballot receipt date").

Ballots shall be valid only when completed in accordance with the instructions accompanying the ballot and when received by the IEEE Executive Director or by a qualified organization designated by the IEEE Executive Director prior to the final referendum ballot receipt date. Ballots shall be validated and votes shall be tallied under the actual or delegated supervision of the IEEE Tellers Committee not later than the tenth working day following the final referendum ballot receipt date. As provided in Bylaw I-305, the IEEE Tellers Committee shall announce the result of the tally of votes not later than the tenth working day following the final referendum ballot receipt date in a report to the Board of Directors signed by the Chair of the IEEE Tellers Committee. The initiators of each such proposed Constitutional Amendment shall be advised promptly of the Tellers Committee tally of votes applicable to their respective Constitutional Amendment proposals. Subject to Bylaw I-307.15, the date of adoption of a proposed Constitutional Amendment that has been voted upon favorably by the membership shall be the date of the first meeting of the Board of Directors taking place after the date of the Tellers Committee report and, as provided in Article XIV, Section 3, of the Constitution, such Amendment shall take effect 30 days after adoption.

8. Procedures to Change Bylaws. As provided in the Constitution, proposed Bylaw changes and the reasons therefore shall be mailed to all Directors at least 20 days before the stipulated meeting of the Board of Directors at which the vote shall be taken. Two-thirds of the votes of the members present at the meeting shall be required to approve any new Bylaw, amendment, or revocation.
9. History of Amendments. A complete history of amendments shall be kept in the files of IEEE.

I-309. Voting Privileges

1. At meetings of the Assembly and of the Board of Directors, voting privileges are granted only to members elected to these bodies when participating in such meetings; voting privileges at meetings of Committees of the Board of Directors, and subcommittees thereof are limited to those serving on such bodies unless specifically approved otherwise in advance by the Board of Directors.

I-310. Fiscal Matters

1. Fiscal Year. The fiscal year for IEEE shall be the calendar year.
2. IEEE Assets. Assets within each IEEE organizational unit, from whatever source derived, are the property of IEEE. All such assets, regardless of the form and location in which they are kept, shall be maintained under the legal name The Institute of Electrical and Electronics Engineers, Incorporated.

I-311. IEEE Public Policy-Related Activities

IEEE and its organizational units will engage in coordinated public policy-related activities that advance its mission.

IEEE's public policy activities at all levels will be guided by such general principles and public policy position statements as have been approved by the IEEE Board of Directors.

In conducting public policy-related activities, IEEE will be non-partisan, will seek and respect diverse opinions, and will promote balanced, evidence-based viewpoints.

IEEE will inform policy-makers, IEEE members, and the public of the benefits, risks, and social implications of technology and effective strategies for accelerating the development and widespread deployment of beneficial technologies.

IEEE will promote discussion of technology-related public policies, through such means as organizing fora and publishing public policy-related research, analysis, and opinion.

IEEE will be an advocate for the organization, its members and communities, and the public, developing and communicating Public Policy Positions on matters related to technology within its fields of expertise and the needs of stakeholders; these policies may be local, national, regional, or global in nature.

IEEE will establish and maintain programs that encourage member awareness and participation in public policy-related activities; this may include direct participation in the development of technology-related public policies through service in government agencies and technical advisory committees.

As appropriate, IEEE will work with other organizations in the development and conduct of public policy-related programs.

All official IEEE and IEEE Organizational Unit Position Statements and Policy Communications shall be freely available to members and to the public.

**I-400. GEOGRAPHICAL & TECHNICAL GROUPS/
ORGANIZATION OF MEMBERS**

I-400. Groups of Members

The following groups of members are hereby established to promote the objectives and interests of IEEE.

I-401. Technical Organization of Members

1. Divisions. There shall be ten Divisions. A Division is typically composed of one or more Societies, and may contain one or more Technical Councils. The Technical Activities Board shall determine the specific composition of each Division. The composition of the Divisions shall be specified in the TAB Operations Manual. If a Society warrants representation by more than one Division, the voting members of that Society shall be voting members of all those Divisions.
2. Societies. A Society provides a forum and community for the exchange of technical information among members in the respective discipline and industries of electrical and electronics engineering and related arts and sciences. Societies may represent either an identifiable segment of the electrical and electronics industries, or a discipline having applicability in different industries and functions. A Society's scope or mission shall be approved by TAB.
3. Society Establishment and Operation. Societies shall be established within the scope and objectives of IEEE groups of members interested in specific technical fields or related subjects. The Technical Activities Board shall establish and be responsible for the operations of Societies.

The procedures for organizing a new Society and operating an existing Society shall be contained in the TAB Operations Manual.

4. Society Membership. All Societies shall consist exclusively of IEEE members and such Affiliates as may be authorized by the Board of Directors.
5. Delegation of Authority. The Technical Activities Board can delegate certain operational and administrative matters to Societies that achieve criteria for autonomous operations. Responsibilities and criteria shall be specified in the TAB Operations Manual. Matters of fundamental policy or governance shall not be delegated.
6. Technical Councils. Technical Councils may be established by the Technical Activities Board for the purpose of providing a continuing mechanism for two or more IEEE Societies, called Member Societies, to work together in a multi-disciplinary technical area of mutual interest, primarily through conferences and publications. The procedures for organizing a new Technical Council and operating an existing Technical Council shall be contained in the TAB Operations Manual.
7. Technical Council Membership. A Technical Council has Member Societies but no individual members. In all respects except membership, a Technical Council operates generally like a Society. The representatives on the Technical Councils are to be designated by the Member Societies and are to appoint their own President and other officers. Other policies and operational details shall be specified by each Technical Council.

I-402. Geographic Organization of Members

The geographic organizational units of IEEE are Regions, Areas, Councils, Sections, Subsections, Chapters, Student Branches, Student Branch Chapters, and Affinity Groups. Relevant functions, composition and administrative guidelines and procedures regarding IEEE geographic organizational units are provided in the MGA Operations Manual. More restrictive petition requirements may be adopted within a Region upon the approval of the Member and Geographic Activities Board.

1. Regions. A Region shall be a geographical organizational unit consisting of a part of one, or of one, or of more than one country established by MGAB in accordance with the IEEE Constitution as an operating organizational unit of IEEE for management and administrative purposes to represent and fulfill the missions of IEEE within the territory prescribed.

In intent, all parts of the world are in a Region. The boundaries of the Regions are as follows and shall be further specified in each Region's Bylaws:

Region 1 shall consist of Northeastern USA.

Region 2 shall consist of Eastern USA.

Region 3 shall consist of Southeastern USA and Jamaica.

Region 4 shall consist of Central USA.

Region 5 shall consist of Southwestern USA.

Region 6 shall consist of Western USA.

Region 7 shall consist of the country of Canada.

Region 8 shall consist of Africa, Europe, Greenland, and the countries of Asia west of Pakistan, north and west of Afghanistan, and north of Mongolia and China.

Region 9 shall consist of South America, Central America and the countries of Mexico, Bermuda, the Bahamas Islands, and the Caribbean Islands (except Jamaica).

Region 10 shall consist of the Oceania countries and Asia, excluding the countries of west of Pakistan, north and west Afghanistan, and north of Mongolia and China.

(Reference Appendix A: IEEE Bylaw Updates Approved by IEEE Board of Directors with Future Effectivity Dates)

2. Zones. Zones may be established as parts of a Region. A Zone shall generally consist of several Sections and may be established by the MGA Board to improve member representation at the MGA Board and other MGA Committees.
3. Areas. Areas may be established as parts of a Region. An Area shall generally consist of several Sections, states, provinces, or countries which may be established by the Regional Committee as a management and administrative organizational unit of IEEE to fulfill the communication needs and management/administrative missions of the Region within the territory prescribed.

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4. Geographic Councils. A Council may be formed by agreement of a group of contiguous Sections and it exists at their pleasure. It is formed by the Sections to do only those delegated tasks that can be best done together by the Sections rather than singly by each Section. The Sections retain their recognition as the basic operating, executive, administrative and geographic unit of IEEE. The formation of a Council must be approved by the Regional Director and the Member and Geographic Activities Board.
5. Sections. A Section shall be the basic operating geographic organizational unit of IEEE and shall be constituted by a minimum of fifty (50) IEEE voting members. A Section shall be established with the approval of the Member and Geographic Activities Board by petition of those who live/work in relatively close proximity to be served by activities that further the missions of IEEE.
6. Subsections. A Subsection shall be a part of a Section or Region, constituted by a minimum of twenty (20) IEEE voting members, and established with the approval of MGAB by petition of those who live/work in relatively close proximity to be served by the activities that further the mission of IEEE.
7. Chapters. A Chapter shall be a technical subunit of a Region, one or more Sections or a Geographic Council. There may be single Society Chapters, joint Society Chapters, and Technical Council Chapters. A Chapter shall comprise a minimum of twelve (12) IEEE voting members of a Society, or group of Societies in the case of a joint chapter, and shall be established by petition to the parent geographical and technical organizational units concerned to fulfill the mission of IEEE. In the case of a Technical Council Chapter, a minimum of any twelve (12) IEEE voting members of Council Member Societies in the parent geographical unit shall be required to petition to the geographic unit and to the Technical Council.
8. Student Branches. A Student Branch shall be an operating organizational unit of IEEE constituted by a minimum of twelve (12) IEEE Student Members or Graduate Student Members at a particular college, university, technical institute, or, in unusual circumstances attached to a Section, and established with approval of MGAB by petition to the Region concerned to fulfill the mission of IEEE.
9. Student Branch Chapters. Student Branches may have Student Branch Chapters. A Student Branch Chapter shall be a technical subunit of a Student Branch constituted by a minimum of six (6) Student Members or Graduate Student Members of a Society or group of Societies and established by petition to the parent Student Branch and Society concerned to fulfill the mission of IEEE. A Student Branch Chapter functions in a manner similar to a committee of the Student Branch.
10. IEEE-HKN Chapters. An IEEE-HKN Chapter shall be an organizational unit of IEEE-HKN. The minimum number of members, required reporting, other related activities, and procedures for formation and dissolution shall be specified in the IEEE-HKN Operations Manual.
11. Affinity Groups. An affinity group shall be a non-technical subunit of a Region, one or more Sections or a Geographic Council. An affinity group shall comprise a minimum of six (6) IEEE voting members, who are members of the geographic unit(s) involved, and established by petition to the parent organizational unit(s) or committee concerned to fulfill the mission of IEEE.

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12. Student Branch Affinity Groups. Student Branches may have Student Branch Affinity Groups. A Student Branch Affinity Group shall be a non-technical subunit of a Student Branch constituted by a minimum of six (6) Student Members or Graduate Student Members established by petition to the parent Student Branch and organizational unit or committee concerned to fulfill the mission of IEEE.

I-403. Organization of Standards Membership

1. IEEE SA Membership Qualifications.

Membership in the IEEE SA shall be drawn from:

- Individuals
- Not-for-profit enterprises
- For-profit enterprises

Individuals include IEEE members, IEEE Society affiliates, and individuals who are not otherwise affiliated with IEEE, all of whom shall have shown a demonstrated interest in IEEE standards activities.

Not-for-profit enterprises include but are not limited to organizations, such as a government agency (federal, state, provincial or local), user group, or trade association, that have shown a demonstrated interest in IEEE standards activities.

For-profit enterprises include but are not limited to business corporations, partnerships, limited liability companies, and other forms of business associations.

Further details about IEEE SA membership are given in the IEEE Standards Association Operations Manual.

I-404. IEEE Eta Kappa Nu (IEEE-HKN)

IEEE-HKN shall be an organizational unit of IEEE comprising (i) members of IEEE who have been inducted into the membership of IEEE-HKN, and (ii) members in good standing of Eta Kappa Nu prior to its merger into IEEE who continue to meet the requirements for membership in IEEE-HKN as specified in the IEEE-HKN Operations Manual. The purposes of IEEE-HKN shall be to encourage excellence in education for the benefit of the public by (1) recognizing individuals who have conferred honor upon education and learning by distinguished scholarship, activities, leadership and exemplary character as students in IEEE-designated fields, or by their attainments in these fields, (2) providing educational and financial support to such students, (3) fostering educational excellence in IEEE-designated fields, and (4) providing oversight of the IEEE-HKN membership, chapters, awards and other related activities. The IEEE-HKN Board of Governors (IEEE-HKN-BOG) shall be the governing body of IEEE-HKN and shall report to the Educational Activities Board.

Appendix A: IEEE Bylaw Updates Approved by IEEE Board of Directors with Future Effectivity Dates

IEEE Board of Directors approved Additions & Deletions

I-305.12 Functions and Membership of the Committees - Governance Committee (***Effective 1 January 2025***)

12. Governance Committee. The IEEE Governance Committee shall be appointed by and shall be responsible to the Board of Directors. The Committee shall assist the Board of Directors on governance matters related to the effectiveness and efficiency of IEEE. Such matters shall include, but are not limited to, the review of proposed amendments to IEEE's governing documents to assure clarity, consistency, and legal compliance; leadership training and orientation for new Board members; and providing guidance on organizational structure.

Membership. The IEEE Governance Committee shall consist of up to twelve ~~ten~~ voting members, including the IEEE Secretary who shall be Chair, the Immediate Past Secretary, and up to ten ~~eight~~ additional members who shall be appointed by the Board of Directors for two-year terms with reappointment permissible for a second two-year term. The terms of the members shall be staggered. Members shall have a detailed knowledge of IEEE and its governing documents, operations, vision and strategic direction, and an understanding of best governance practices.

I-402.1 Geographic Organization of Members – Regions (***Effective 1 January 2028***)

I-402. Geographic Organization of Members

The geographic organizational units of IEEE are Regions, Areas, Councils, Sections, Subsections, Chapters, Student Branches, Student Branch Chapters, and Affinity Groups. Relevant functions, composition and administrative guidelines and procedures regarding IEEE geographic organizational units are provided in the MGA Operations Manual. More restrictive petition requirements may be adopted within a Region upon the approval of the Member and Geographic Activities Board.

1. Regions. A Region shall be a geographical organizational unit consisting of a part of one, or of one, or of more than one country established by MGAB in accordance with the IEEE Constitution as an operating organizational unit of IEEE for management and administrative purposes to represent and fulfill the missions of IEEE within the territory prescribed.

In intent, all parts of the world are in a Region. The boundaries of the Regions are as follows and shall be further specified in each Region's Bylaws:

~~Region 1 shall consist of Northeastern USA.~~

Region 1 is no longer used as a Region name.

Region 2 shall consist of Eastern and Northeastern USA.

Region 3 shall consist of Southeastern USA and Jamaica.

Region 4 shall consist of Central USA.

Region 5 shall consist of Southwestern USA.

Region 6 shall consist of Western USA.

Appendix A: IEEE Bylaw Updates Approved by IEEE Board of Directors with Future Effectivity Dates

Region 7 shall consist of the country of Canada.

Region 8 shall consist of Africa, Europe, Greenland, and the countries of Asia west of Pakistan, north and west of Afghanistan, and north of Mongolia and China.

Region 9 shall consist of South America, Central America and the countries of Mexico, Bermuda, the Bahamas Islands, and the Caribbean Islands (except Jamaica).

Region 10 shall consist of North Asia. ~~the Oceania countries and Asia, excluding the countries west of Pakistan, north and west of Afghanistan, and north of Mongolia and China.~~

Region 11 shall consist of South Asia and Pacific.

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IEEE POLICIES

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS
ENGINEERS, INC.

3 Park Avenue, 17th Floor
New York, N.Y. 10016-5997, U.S.A.



Adopted by the IEEE Board of Directors and incorporating revisions through 24 June 2024.

The IEEE Board of Directors approves changes to the *IEEE Policies* from time to time. This document is updated on a regular basis and the most current version is available at <http://www.ieee.org/policies>.

IEEE POLICIES

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- 16.2 Membership Categories; Reduced and Waived Dues/Fees
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In addition to these policies, more detailed policies and procedures of the Major Boards, Committees and other organizational units are maintained in their respective Charters and Operations Manuals.

These documents are available at the IEEE Governing Documents webpage at

<http://www.ieee.org/about/bylaws>

INTRODUCTION

IEEE Incorporation. IEEE is incorporated under the New York State Not-for-Profit Corporation Law. The text of that law changes from time to time; the IEEE Executive Director should be consulted prior to taking any action which relates to that law.

IEEE Government. The policies, procedures and regulations by which IEEE is governed are embodied in three documents. The IEEE Constitution, which can be approved and amended only by the voting members of the IEEE, contains IEEE's fundamental objectives, organization and procedures. Implementation of the Constitutional provisions, in specific organizational structures and procedures, is entrusted to the IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The third document, the IEEE Policies, is published herewith; its purpose is to provide more detailed statements of specific policies, objectives and procedures than are appropriate for inclusion in the Constitution and Bylaws. The IEEE Policies are approved and amended by the IEEE Board of Directors.

The precedence of these three documents should be remembered by all those engaged in IEEE management duties. The Bylaws may not be in conflict with the Constitution, and the IEEE Policies must conform to the provisions of both the Constitution and the Bylaws. If, after having consulted these documents, questions of procedure or interpretation remain, inquiries addressed to the IEEE Secretary, the IEEE Executive Director, or to members of his/her staff, will receive prompt attention.

Format of the IEEE Policies. The policies and procedures published here have been arranged in sections, each dealing with a different facet of IEEE's operations. The first eight sections cover the activities of the Major Boards and Committees of IEEE. The remaining eight sections cover activities common to several of the IEEE Boards and their organizational units. These include conferences, finances, nominations and elections, legal and tax matters, mailing lists and rosters, and membership.

Those consulting these IEEE Policies for the first time are urged to carefully review the Table of Contents to acquaint themselves with all policies relating to their particular activities within the IEEE.

The following paragraphs summarize the content of each section of the IEEE Policies.

Section 1 - Regional Activities. Regional activities, conducted under the aegis of the Member and Geographic Activities Board, are concerned primarily with the interests of the individual member in the locale of his home or place of employment, and with the activities of local groups of members such as Sections, Subsections, Chapters and Student Branches. The activities are coordinated within each of the ten IEEE Regions by the respective Regional Directors.

Section 2 - Technical Activities. The technical activities of the IEEE, conducted by the Technical Activities Board, embrace the work of the IEEE Societies as well as IEEE-wide technical programs. These activities are intended to serve the specialized technical interests of individual members and groups of members, and to bring the resources of the IEEE to bear on technical questions of local, national and transnational interest.

Section 3 - Educational Activities. The Educational Activities Board prepares and conducts educational programs designed to support the individual member during his professional career, with particular emphasis on continuing education and career development. It also assists the profession at large in such areas as pre-university guidance, accreditation of engineering curricula, professional registration and certification.

Section 4 - Awards Activities. The awards programs of the IEEE are managed and monitored by the Awards Board. Nominations for recipients of IEEE-wide awards are made by the Awards Board to the Board of Directors. Specialized awards within the scopes of the IEEE Societies, Regions, Sections or Councils are established and financed by the respective organizational units, subject to rules set by the Awards Board.

Section 5 - Intersociety Activities. IEEE maintains relations with societies and other organizations throughout the world, and co-sponsors or assists in the operation of national and international conferences. This section specifies policies and procedures in dealing with other organizations.

Section 6 - Published Products and Services. The publications of the IEEE are under the jurisdiction of the Publication Services and Products Board (in the case of Society publications this responsibility is shared with the Technical Activities Board). Since IEEE is responsible for a major share of the world's refereed technical information in electrical and electronics engineering, these duties consume a major share of the IEEE's personnel and other resources. Also included are procedures for protecting IEEE copyrights.

Section 7 - Professional Activities. The professional (as distinguished from technical) activities of IEEE are based on amendments to the Constitution passed in 1972.

Part A: IEEE Policies. Various overriding policies related to professional activities, the IEEE Code of Ethics and other policies as they relate to ethical conduct are contained in Part A.

Part B: IEEE-USA Policies. Responsibility for such activities in the United States has been delegated by the Board of Directors to the IEEE-USA Board. The policies in this section indicate the procedures to be followed in dealing with government bodies and other organizations on matters of professional concern to the membership.

Section 8 - Standards Activities. The IEEE Standards Association is responsible for conducting and coordinating the IEEE's involvement in all standards activities, including on all relations on standard matters with outside organizations, both private and governmental. It also is responsible for appointing IEEE representatives to participate in standard development efforts of other organizations. The overriding objectives of Standards Activities are contained in this section.

Section 9 - Activities of IEEE Organizational Units. This section deals with activities that are common to or shared jointly by several types of IEEE organizational units. It also addresses the usage of standard notations within the IEEE as well as e-mail policy and guidelines and the information disclosure policy.

Section 10 - Meetings, Conferences, Symposia and Expositions. The IEEE as a whole, as well as such units as its Sections, Regions, and Societies, serves as sponsor or co-sponsor of major meetings each year. Since the planning and management of these meetings are largely decentralized, this section serves an important purpose in apprising local officials of applicable policies and procedures.

Section 11 - Financial Matters. This section deals with policies related to volunteer and staff responsibilities regarding the functions and administration of the financial aspects of the IEEE and the organizational units of the IEEE.

Section 12 - Legal and Tax Matters. This section derives from the requirements of United States laws and regulations, particularly those governing the tax status of not-for-profit organizations, to which IEEE must adhere in operations conducted within the United States. These procedures are derived from statutes applying to all similar organizations, and hence are not based on the IEEE Constitution and Bylaws. Since

the penalties for failure to comply with these regulations are substantial, all those engaged in IEEE management should be familiar with this section and follow the procedures exactly.

Section 13 - Nominations and Elections. IEEE is at all levels governed directly or indirectly by members elected to their posts by fellow members. To provide for fully representative elections, a number of detailed provisions, outlined in this section, must be observed.

Section 14 - Mailing Lists and Rosters. Since the distribution of publications and other communications to IEEE members involves the use of mailing lists which would be useful to many other organizations, specific procedures should be in place to protect the lists against unauthorized use. Conversely, authorized use of these lists by appropriate organizations can render an important service to members. The policies in this section deal with procedures to preserve the distinction between desirable and undesirable use of lists by other organizations.

Section 15 - External Communications on Public Policy. This Section defines appropriate IEEE External Communications on public policy, describes their nature and use, and specifies the processes for their approval, communication and maintenance.

Section 16 - Applications for Membership, Billing and Renewals. This section contains information relevant to the membership renewal process, terminations, billing, categories of membership and related dues reductions, and payment schedule.

DEFINITIONS

1. **Bullying.** Bullying is defined as a behavior that a reasonable person would find hostile or offensive, and which causes physical, emotional, reputational, or social harm. It can involve an individual or a group misusing their power, or perceived power. It is often an accumulation of incidences that persistently injures, intimidates, coerces, provokes, frightens, or otherwise harms another person.
2. Unless otherwise defined herein, a “Calendar Day” shall include the time from 12:00 midnight ET USA up to 11:59 PM ET USA or any day of the week specifically mentioned.

A “Business Day” shall be any day other than Saturday, Sunday, legal holiday, or a day on which commercial banks are authorized or required by law, regulation, or executive order to close in New York state.

When not otherwise defined, a “Day” shall be considered a “Calendar Day.”

3. **Discrimination.** Discrimination is defined as taking negative action against a person either because the person has one or more protected characteristics or refusing to provide a reasonable accommodation for a person’s disability or religious belief, restriction, or requirement, treating people differently, either preferentially or with adverse impact; because they have similar characteristics; or because they are from specific groups, unless differential treatment is reasonable, essential and directly related to conducting IEEE business.
4. **Harassment.** Harassment is defined as one form of Discrimination. Harassment is conduct based upon one or more protected characteristics that has the purpose or effect of unreasonably interfering with an individual’s participation in IEEE activities or creating an environment that would be intimidating, hostile or offensive to a reasonable person in such a situation. Harassment can occur when submission to such conduct is made either explicitly or implicitly a term or condition of an individual’s participation in IEEE activities or used as a basis for decisions affecting that individual’s relationship to the IEEE.
5. **Retaliation.** Retaliation is defined as punitive actions taken against persons for exercising their employee or other rights under the laws in good faith, reporting violations of the laws to the proper authorities (i.e. “whistle-blowing”) and/or participating in administrative or legal proceedings as a plaintiff, complainant or witness.

SECTION 1 – REGIONAL ACTIVITIES

1.1 Region Boundaries

When appropriate, the Member and Geographic Activities Board shall recommend to the IEEE Board of Directors the formation, dissolution, transfer, merger or change of boundaries of any Region including the distribution of all funds and assets in the custody of that Region at the date of termination.

SECTION 2 – TECHNICAL ACTIVITIES

2.1 IEEE Societies

In recognition of the continuing growth and diversification of its technical activities, the IEEE has provided for Societies within the IEEE structure.

The Societies benefit from the economies of centralized administration, extensive geographical organization of the IEEE, and the ease with which an individual can participate in several organizational units within the IEEE, thus providing a better match between technical needs and the necessarily arbitrary lines of organization.

- A. Functions of Societies. Each Society operates in a distinct technical area, and shall provide the necessary basis for its further growth, for attracting new members in competition with other societies in the field, for merging IEEE Societies into stronger technical organizational units, for merging non-IEEE societies into IEEE, for dealing with other professional societies, and for facilitating the representation of the profession to outside agencies including governments. Each Society carries out its own publication, meetings, standards, and other activities as required and operates within its own budget and may establish Technical Committees to allow members to promote specialized technical areas.
- B. Administration. Each Society is governed by its own administrative body responsible to its members.
- C. Society Membership Dues. The membership dues structure for Societies shall be set as part of the annual budget cycle.
- D. No Society shall be recognized as joint with any other organization, society, or group outside the IEEE. However, Societies may cooperate with other organizations in the operation of joint committees and the holding of joint meetings and may invite members of such organizations and the public to their meetings.
- E. Society Finances. The annual Society budget must be approved by the TAB Finance Committee and the Technical Activities Board.

2.2 Society Emblems and Pins

Each Society on its own initiative may adopt an emblem, subject to prior legal trademark review to insure the integrity of the IEEE emblem trademark is maintained. A Society with an emblem may, at its own financial risk, design and procure pins or other devices for sale to its members.

Guidelines for the use of the IEEE emblem on printed material are found in Sections 6.3.2 and 12.1.

SECTION 3 – EDUCATIONAL ACTIVITIES

3.1 Selection Procedures for IEEE Representatives to ABET

The Educational Activities Board (EAB) shall identify and appoint IEEE Representatives to the ABET Board of Delegates (BoDel), the EAC (Engineering Accreditation Commission) and ETAC (Engineering Technology Accreditation Commission) Area Delegations and the BoDel Alternates.

The EAB shall report the appointments to the IEEE Board of Directors upon the completion of the process. Procedures for selecting the IEEE Representatives to the ABET BoDel, EAC and ETAC Area Delegations and the BoDel Alternates shall be detailed in the EAB Operations Manual.

SECTION 4 – AWARDS ACTIVITIES

4.1 Objectives

The IEEE shall recognize those who contribute to and support the purposes of the IEEE in an exceptionally worthy manner. In furtherance of this objective, the IEEE shall create and foster a broad program of formal awards and recognitions of all types. The IEEE shall encourage the formation of awards committees in its geographical, professional and technical organizational units to recognize outstanding achievements and services for the benefit of the IEEE and the engineering profession, and for those accomplishments which enhance the quality of life for all people throughout the world.

IEEE Awards shall serve several purposes: (1) be an expression of recognition for outstanding contributions to the advancement of the theory and practice of electrical, electronics, communications and computer engineering, as well as computer science, the allied branches of engineering and the related arts and sciences and technologies and their application; (2) be an incentive to youth to emulate excellence; (3) be a personalized recognition of the achievements of the profession and its members to the public, and (4) identify the IEEE with these achievements.

The awards policies of the IEEE shall establish a hierarchical system of awards at several levels of the IEEE's organization. This system of awards is designed to meet the changing demands of the IEEE.

The IEEE, through its Awards Board, shall establish policies and procedures to provide for the orderly development and implementation of awards and recognitions programs throughout the IEEE, and shall administer those programs at the Institute level on behalf of the IEEE Board of Directors.

In carrying out awards activities, the IEEE organizational units shall give prominence to the intent of each award, as well as to the specific accomplishments of the recipients.

4.2 Definitions

The generic word "awards" shall include, but not be limited to, medals, awards, formal recognitions, scholarships, prize papers, and Honorary Membership.

Student recognition and support shall include student prizes, student awards, scholarships and fellowships.

4.3 Authority for Awards

The IEEE awards administered by the Awards Board and its committees shall be approved by the Board of Directors and presented in the name of the IEEE.

The Board of Directors may delegate approval authority to those respective major boards having chartered Awards and Recognition Committees, and who have previously been delegated administrative authority by the Awards Board. The approval authority within established limitations for awards and recognitions falling within their respective scopes of operations, shall be in accordance with policy established by the Board of Directors.

4.4 Limitations of Awards

- A. Number of Awards in Recognition of a Given Achievement. Normally, an individual shall receive only one honor in recognition of a given achievement, unless the significance of the achievement is such as to merit subsequently a higher award. A higher award may be given in the following year or thereafter.
- B. Posthumous Awards. Posthumous awards to individual nominees shall be made only when knowledge of the awardees' death is received by the Awards Board Chair from the legal heir of the deceased after announcement of the recipient; nominations of known deceased persons shall not receive consideration. However, in cases where a nomination relates to a "team," a collection of individuals who are to be recognized for a shared achievement as defined by the individual award criteria, the fact that one or more, but not all of the team are deceased shall not preclude an award being made to the living members. In this latter case the deceased members may be recognized within the recipient announcements and publicity. While there would be no eligibility for anyone or any organization associated with the deceased individual(s) to receive the honorarium or medal, a certificate will, if practical, be issued for each such individual to the legal heir of the deceased, recognizing his or her contribution to the team effort.
- C. Frequency of Award Presentation. Even though an award may be specified as being given annually, it shall be awarded only when, in the judgment of the sponsoring IEEE organizational unit, suitable candidates are available.
- D. Medals to Non-IEEE Members. It is preferred that recipients of the IEEE Medal of Honor and IEEE Medals shall be members of IEEE. However, the IEEE Board of Directors may approve the presentation to a non-member upon the recommendation of the IEEE Awards Board.
- E. Medal Administration. Any new or revised IEEE Medal shall be administered only by the Awards Board, and these shall be presented in the name of the IEEE Board of Directors.
- F. Use of Word "Medal". For any new and revised award below those presented in the name of the IEEE Board of Directors, the word "medal" shall not be part of the official title or designation. A medal may be included as a part of the award, however, it may not be gold.
- G. Staff Ineligibility. No member of the IEEE staff shall act as nominator or reference or be a candidate for any award covered by IEEE Policies 4.8 and 4.9, with the exception of the IEEE Eric Herz Outstanding Staff Member Award where staff may be a candidate, as specified in Policy Section 4.8.G.

Organizational units may establish staff eligibility requirements for non IEEE-level awards at their own discretion.

- H. Eligibility and Process Limitations. Individuals serving on any board or committee involved at any stage of the recipient selection or approval process for an award shall be ineligible to receive, or act as a nominator or reference for that award. This conflict of interest limitation shall apply to all awards given by the IEEE or any of its organizational units.

- I. Cash Awards to Companies or Organizations. Awards are to be given in recognition of excellence. It is not appropriate to present an award with cash value to a company or organization in recognition of the support given to IEEE activities.
- J. Student Recognition Purpose. Any student recognition and support activity by an IEEE Organizational Unit shall be for the direct benefit or perpetuation of the aims and objectives of that Organizational Unit and the IEEE.
- K. IEEE Scholarship Purposes. IEEE scholarships shall be designed to accomplish specific purposes not already covered by other agencies, as, for example, scholarships designed to promote study in a particular field which is being neglected, etc.

Funds derived from IEEE and Society member dues and fees, and organizational unit rebates shall not be used for scholarships, fellowships and other education awards.

- L. Awards Not Requiring Approval. IEEE Awards Board approval is not required for the establishment of "informal" or customary recognitions not carrying honoraria, such as certificates of appreciation, Committee Chair's certificates, Section Chair's certificates, Society President's pins, etc.

4.5 Procedures for Nomination and Selection of Candidates

Except as expressly provided in these Policies, the procedure for the nomination and selection of candidates for awards shall be specified in the Awards Board Operations Manual.

4.6 Presentation of IEEE Awards

The IEEE Medal of Honor and the IEEE Medals shall be presented at an IEEE Medals Presentation. All IEEE awards shall be presented at times and places approved by the Awards Board. The Chair of the Awards Board shall be responsible for the review and approval of plans and arrangements for the presentation of IEEE awards as well as for the format and content of IEEE awards brochures.

Guidelines on the hierarchy of presenters of each award shall be specified in the Awards Board Operations Manual.

4.7 Establishment and Review of Awards

The establishment of awards requires the approvals of (a) the IEEE Awards Board for their specifications, and (b) the IEEE Board of Directors for their establishment and use of IEEE funds on behalf of the IEEE Organizational Units for the purpose of sponsoring awards.

The IEEE Awards Board and the Organizational Units, acting through their respective Awards and Recognition Committees, shall establish procedures to ensure critical review, approved funding and reasonable schedules for awards proposals submitted.

The establishment of those student recognition and support activities within the specifications given in Table A has been delegated by the IEEE Awards Board and the Board of Directors to the Major Boards having chartered Awards and Recognition Committees. Those activities beyond Table A require the approval of the IEEE Awards Board. Portions of Section 11 of this Manual and MGA Operations Manual shall be examined for relevancy.

Details for proposals for new awards shall be specified in the IEEE Awards Board Operations Manual.

It is the policy of the IEEE to review all awards and scholarships every ten years. Contractual arrangements for new awards and scholarships should provide for review and modification by the IEEE in order to cope with changing conditions in the profession. It is recommended that all new awards be established for a specific period of 10 years, and renewable for a like period.

4.8 Current Honors, Medals, Technical Field Awards, Recognitions, Prize Papers, Scholarships, External Awards and Staff Award Administered by the Awards Board

Awards may be awarded annually when, in the judgment of the Awards Board, suitable candidates are available.

- A. IEEE Medal of Honor. The IEEE Medal of Honor shall be awarded for an exceptional contribution or an extraordinary career in the IEEE fields of interest.

The Medal of Honor is the highest IEEE award. The candidate(s) need not be a member of the IEEE.

The Medal of Honor Selection Committee shall recommend candidates to the Awards Board for endorsement, who in turn shall recommend to the Board of Directors for final approval.

- B. IEEE Medals. IEEE Medals shall embrace significant and broad IEEE interests and purposes. IEEE Medals may be awarded annually when, in the judgment of the Awards Board, suitable candidates are available.

The IEEE Medals Council shall recommend candidates for each of the IEEE Medals to the Awards Board for endorsement. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

New IEEE Medals may be established only by the Board of Directors on the recommendation of the Awards Board.

The IEEE Medals are:

IEEE Frances E. Allen Medal, for innovative work in computing leading to lasting impact on other fields of engineering, technology, or science.

IEEE Alexander Graham Bell Medal, for exceptional contributions to communications and networking sciences and engineering.

IEEE Toby Berger Medal in Neural and Quantum Sciences, for pioneering interdisciplinary work connecting information theory with neural or quantum sciences.

IEEE Jagadish Chandra Bose Medal in Wireless Communications, for contributions to wireless communications technologies with a global impact.

IEEE Mildred Dresselhaus Medal, for outstanding technical contributions in science and engineering of great impact to IEEE fields of interest

IEEE Edison Medal, for a career of meritorious achievement in electrical science, electrical engineering or the electrical arts.

IEEE Medal for Environmental and Safety Technologies, for outstanding accomplishments in the application of technology in the fields of interest of IEEE that improve the environment and/or public safety.

IEEE Founders Medal, for outstanding contributions in the leadership, planning, and administration of affairs of great value to the electrical and electronics engineering profession.

IEEE Richard W. Hamming Medal, for exceptional contributions to information sciences, systems and technology.

IEEE Nick Holonyak, Jr. Medal, for Semiconductor Optoelectronic Technologies, for outstanding contributions to semiconductor optoelectronic devices and systems including high-energy-efficiency semiconductor devices and electronics.

IEEE Medal for Innovations in Healthcare Technology, for exceptional contributions to technologies and applications benefitting healthcare, medicine, and the health sciences.

IEEE Jack S. Kilby Signal Processing Medal, for outstanding achievements in signal processing.

IEEE/RSE (Royal Society of Edinburgh) James Clerk Maxwell Medal, for groundbreaking contributions that have had an exceptional impact on the development of electronics and electrical engineering or related fields.

IEEE James H. Mulligan, Jr. Education Medal, for a career of outstanding contributions to education in the fields of interest of IEEE.

IEEE Jun-ichi Nishizawa Medal, for outstanding contributions to material and device science and technology, including practical application.

IEEE Robert N. Noyce Medal, for exceptional contributions to the microelectronics industry.

IEEE Dennis J. Picard Medal for Radar Technologies and Applications, for outstanding accomplishments in advancing the fields of radar technologies and their application.

IEEE Medal in Power Engineering, for outstanding contributions to the technology associated with the generation, transmission, distribution, application and utilization of electric power for the betterment of society.

IEEE Simon Ramo Medal, for exceptional achievement in systems engineering and systems science.

IEEE John von Neumann Medal, for outstanding achievements in computer-related science and technology.

- C. IEEE Technical Field Awards. The IEEE Technical Field Awards are awarded for contributions in specific technical fields of science and engineering, and in several areas of leadership. They may be awarded annually when in the judgment of the Awards Board suitable candidates are available.

The IEEE Technical Field Awards Council shall recommend candidates for each of the IEEE Technical Field Awards to the Awards Board for endorsement. The Awards Board shall, in turn, submit to the Board of Directors for final approval. New IEEE Technical Field Awards can be established only by the Board of Directors on the recommendation of the Awards Board. Under normal circumstances, any donation or bequest shall be accepted only with the provision that any residual balance becomes a donation to the IEEE Foundation, designated for the IEEE awards program, upon termination of the IEEE Technical Field Award.

The IEEE Board of Directors may, in its sole discretion, recommend to the Board of Directors of the IEEE Foundation the acceptance by the Foundation of donations and bequests for the purpose of endowing the IEEE Technical Field Awards program. Such endowments may, with the approval of the Board, carry the name of an individual or individuals, e.g., the John J. Jones Endowment Fund. Restrictions on the technical scope of the awards supported by such funds, shall not be for more than ten years. Support to the IEEE Technical Field Awards received from such endowments shall be acknowledged by listing each such Endowment Fund, by name, in an appropriate IEEE publication or brochure associated with the announcement of each year's IEEE Technical Field Award selections.

The IEEE Technical Field Awards are:

IEEE Biomedical Engineering Award, for outstanding contributions to the field of biomedical engineering.

IEEE Clelio Brunetti Award, for outstanding contributions to nanotechnology and technologies for microsystem miniaturization.

IEEE Control Systems Award, for outstanding contributions to control systems engineering, science, or technology.

IEEE Electromagnetics Award, for outstanding contributions to the theory and/or application of electromagnetics.

IEEE Rao R. Tummala Electronics Packaging Award, for outstanding contributions to advancing components, electronic packaging, or manufacturing technologies.

IEEE James L. Flanagan Speech and Audio Processing Award, for an outstanding contribution to the advancement of speech and/or audio signal processing.

IEEE Fourier Award for Signal Processing, for an outstanding contribution to the advancement of signal processing, other than in the areas of speech and audio processing.

IEEE Andrew S. Grove Award, for outstanding contributions to solid-state devices and technology.

IEEE Herman Halperin Electric Transmission and Distribution Award, for outstanding contributions to electric transmission and distribution.

IEEE Masaru Ibuka Consumer Technology Award, for outstanding contributions in the field of consumer technology.

IEEE Internet Award, for exceptional contributions to the advancement of Internet technology for network architecture, mobility and/or end-use applications.

IEEE Richard Harold Kaufmann Award, for outstanding contributions in industrial systems engineering.

IEEE Joseph F. Keithley Award in Instrumentation and Measurement, for outstanding contributions in electrical measurements.

IEEE Gustav Robert Kirchhoff Award, for an outstanding contribution to the fundamentals of any aspect of electronic circuits and systems that has a long-term significance or impact.

IEEE Leon K. Kirchmayer Graduate Teaching Award, for inspirational teaching of graduate students in the IEEE fields of interest.

IEEE Koji Kobayashi Computers and Communications Award, for outstanding contributions to the integration of computers and communications.

IEEE Arun N. Netravali Video Analytics, Technology, and Systems Award, for an outstanding contribution to the advancement of video technology, systems, services, and video AI and analytics.

IEEE William E. Newell Power Electronics Award, for outstanding contributions to power electronics.

IEEE Lotfi A. Zadeh Award, for Emerging Technologies, for outstanding contributions to emerging technologies recognized within recent years.

IEEE Donald O. Pederson Award in Solid-State Circuits, for outstanding contributions to solid-state circuits.

IEEE Frederik Philips Award, for outstanding accomplishments in the management of research and development resulting in effective innovation in the electrical and electronics industry.

IEEE Photonics Award, for outstanding achievement(s) in photonics.

IEEE Robotics and Automation Award, for contributions in the field of robotics and automation.

IEEE Frank Rosenblatt Award, for outstanding contributions to biologically and linguistically motivated computational paradigms and systems.

IEEE Marie Skłodowska-Curie Award, for outstanding contributions to the field of nuclear and plasma sciences and engineering.

IEEE Innovation in Societal Infrastructure Award, for significant technological achievements and contributions to the establishment, development, and proliferation of innovative societal infrastructure systems through the application of information technology with an emphasis on distributed computing systems.

IEEE Charles Proteus Steinmetz Award, for exceptional contributions to the development and/or advancement of standards in electrical and electronics engineering.

IEEE Eric E. Sumner Award, for outstanding contributions to communications technology.

IEEE Nikola Tesla Award, for outstanding contributions to the generation and utilization of electric power.

IEEE Kiyo Tomiyasu Award, for outstanding early to mid-career contributions to technologies holding the promise of innovative applications.

IEEE Transportation Technologies Award, for advances in technologies within the fields of interest to the IEEE as applied in transportation systems.

IEEE Undergraduate Teaching Award, for inspirational teaching of undergraduate students in the fields of interest of IEEE.

- D. IEEE Recognitions. IEEE recognitions are awards given in addition to the IEEE Medal of Honor, the IEEE Medals, and the Technical Field Awards.

The IEEE Recognitions Council shall recommend candidates for these awards to the Awards Board for endorsement. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

New IEEE Recognitions can be established only by the Board of Directors on the recommendation of the Awards Board.

1. IEEE Service Awards. There shall be two IEEE Service Awards, which may be awarded annually when in the judgment of the Awards Board suitable candidates are available.

IEEE Richard M. Emberson Award, for distinguished service advancing the technical objectives of the IEEE.

IEEE Haraden Pratt Award, for outstanding volunteer service to the IEEE.

2. IEEE Corporate Innovation Award, for an outstanding innovation by an organization in an IEEE field of interest.
3. IEEE Theodore (Ted) W. Hissey Outstanding Young Professional Award may be awarded to a young professional for contributions to the technical community and IEEE fields of interest.
4. IEEE Scholarship Awards

The IEEE Scholarship Award is:

Frank A. Cowan Fellowship. The Frank A. Cowan Fellowship may be awarded for graduate study in the field of communications, to the extent of available funds, when the Frank A. Cowan Fund is not used to support the IEEE Medal of Honor for accomplishments in the field of communications.

- E. IEEE Honorary Membership. The IEEE Honorary Membership Committee shall be responsible for recommending to the Recognitions Council, who shall make a recommendation to the Awards Board, candidates for IEEE Honorary Membership. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

Neither the Awards Board nor any of its committees shall be involved with the selection of recipients of the Honorary Life Memberships of the IEEE Societies.

- F. External Awards. External Awards are those awards not exclusive to IEEE, but of interest to IEEE and its members. The Awards Board shall be responsible for reviewing and suggesting actions on outside awards of interest to IEEE members and for recommending nominations for such external awards. The Awards Board Chair appoints IEEE candidates for service on external medals and awards committees which are reported to the Awards Board.

- G. IEEE Staff Award

IEEE Eric Herz Outstanding Staff Member Award, for sustained contributions by a present or past full-time or part-time staff member, excluding current and/or past Management Council members of the IEEE, with at least ten years of service, at the time of nomination. The award may be awarded on an annual basis when a suitable candidate is nominated.

The IEEE Awards Board shall recommend candidates for the IEEE Eric Herz Outstanding Staff Member Award to the Board of Directors for final approval. The IEEE Eric Herz Outstanding Staff Member Award shall be administered by the Awards Board.

4.9 Other Institute Awards and Competitions

The following award and competition are administered by other organizational units:

- A. IEEE Award for Distinguished Ethical Practices, for (a) exemplary ethical behavior/practices and/or (b) persuasive advocacy or promotion of ethical behaviors/practices by an IEEE member or organizations employing IEEE members.

This award is administered by the IEEE Ethics & Member Conduct Committee (EMCC) and may be presented annually, unless in the judgment of the EMCC, a suitable candidate is not available.

Details of the award shall be provided in the EMCC Operations Manual.

- B. IEEE Presidents' Change the World Competition, designed to recognize students who identify a real-world problem, apply engineering, science, computing and leadership skills to solve it, and, thereby, benefit humanity or their community.

This competition is administered by IEEE Member & Geographic Activities (MGA). Details of the competition shall be provided in the MGA Operations Manual.

4.10 Hierarchy of Awards

The hierarchy and honoraria of awards within the IEEE shall be as follows:

<u>Award Category</u>	<u>Maximum Honoraria and Medals</u>
IEEE Medal of Honor	\$100,000, gold medal and bronze replica
IEEE Medals	\$20,000, bronze medal
IEEE Technical Field Awards, Joint IEEE Awards with National Societies & IEEE Recognitions	\$10,000, bronze medal
Major Board, Region and Division, Society and Technical Council Awards, Parent Organizational Units acknowledged by the MGA Board, and Technical Committee/Community Awards	\$10,000
Technical Conference Awards	\$ 5,000
Area, Geographical Council or Conference, Section, Chapter Awards, including Chapter Awards given by Societies and Technical Councils	\$ 2,000
Student Branch, and Student Branch Chapter Awards, including Student Branch Chapter Awards given by Societies and Technical Councils	\$ 1,000

The extent of supplementary items such as plaques, certificates, bowls, replica medals, etc., to be presented with an award shall be guided by such items presented in the hierarchy of current awards.

Table A - IEEE Student Recognition and Support

	<u>Secondary School Prize</u>	<u>Undergraduate Award</u>	<u>Undergraduate Scholarship</u>	<u>Graduate Award</u>	<u>Graduate Scholarship</u>	<u>Graduate Fellowship</u>
<u>Educational Program Restraints</u>	None	Curriculum with IEEE relevance	Breadth of sponsoring organizational unit	Breadth of sponsoring organizational unit	Breadth of sponsoring organizational unit	Breadth of sponsoring organizational unit
<u>Minimum Amount</u>	Certificate	Certificate	\$ 500 *	\$ 1,000 *	\$ 2,500 *	\$ 5,000 *
<u>Maximum Amount</u>	\$ 500	\$ 2,500	\$15,000 annually	\$5,000	\$25,000 annually	\$30,000 annually

There shall be no primary award evaluation constraints except educational level and geographical location, although financial need can be used as a secondary criterion.

* The amounts are given in U.S. dollars. These limits should be modified in other geographical areas as appropriate to account for differences in the cost of education, availability of comparable non-IEEE sponsored support, and the impact of the recognition.

Undergraduate Scholarships: for eligible students pursuing an Undergraduate Degree (Associates or Bachelor's degree or equivalent)

Graduate Scholarships: for eligible undergraduate students with a Bachelor's degree (or equivalent) pursuing a higher-level graduate degree (e.g. Master's degree or equivalent)

Graduate Fellowships: for eligible graduate students with a Master's degree (or equivalent) pursuing an advanced doctoral Ph.D. graduate degree (or equivalent)

SECTION 5 – INTERSOCIETY ACTIVITIES

5.1 Objectives

In support of the engineering profession as a whole, it is IEEE Policy to encourage relationships with other organizations.

- Such organizations shall share similar objectives and may not be limited to those that are engineering or scientific in character.
- Such relationships may vary in their degree of formality.
- Such relationship may result in the appointment of representatives, delegates, or a corporate membership in that organization.
- Such organizations may appoint representatives to IEEE.
- Such relationships shall encourage interdisciplinary activity.

IEEE's relationship with outside organizations shall be in consonance with the principles and objectives of the IEEE Certificate of Incorporation, Constitution and Bylaws and subject to the legal limitations of IEEE's 501(c)(3) tax status. Policy Section 9.1 - Affiliation with Tax Exempt Organizations and Policy 5.2 below shall be followed when considering affiliations with for-profit organizations or other organizations that are exempt from US Federal income tax.

Other parts of this Policy Manual may address intersociety activities more specifically, however, the general principles of this Section 5 shall also apply. Any apparent conflicts related to any intersociety activity shall be referred to the IEEE Board of Directors for review and adjudication.

5.2 Guiding Principles for Transnational Activities

Because it is a global organization, the IEEE recognizes that cultural differences may impact its activities.

Special provisions shall be made to provide appropriate activities that accommodate unique cultures and or legislation.

The IEEE or its organizational units may adopt different positions on a particular topic or activity relative to specific national environments. It is IEEE policy that the undertaking of such an activity or position shall not prevent IEEE action on the same topic or activity in other national environments.

5.3 Proposals for Intersociety Activity

Proposal Submission. Proposals for IEEE intersociety activities shall be submitted by any member(s), or organizational unit to the IEEE Board of Directors.

Delegation of Authority. The Board of Directors may delegate authority for review and approval of proposals to the appropriate Major Boards (e.g., MGAB, TAB, IEEE-USA). New proposals shall be brought to the Board of Directors only if the proposal has no overriding precedents and/or new policy decisions are required. The IEEE organizational unit authorized to review and approve the proposal shall be responsible for monitoring and appropriate action on all aspects of the joint activity.

5.4 Categories of Involvement

IEEE's involvement with outside organizations may be technical and non-technical and can be at the international, national or local level.

A. Non-technical Involvement.

1. The designated IEEE organizational unit (hereunder referred to as the designated Board) shall:
 - Appoint the IEEE delegate(s), for one-year terms, unless specified otherwise.
 - Coordinate the interests of other IEEE organizational units and obtain any necessary internal reviews and approvals regarding IEEE's interests.
 - Report on actions by the outside organization that impinge on IEEE interests.
 - Budget for the annual dues, or other support, required by the outside organization.
 - Review annually, the activities of the outside organization and make a judgment on whether to continue IEEE's involvement. If the judgment is to terminate or modify the IEEE involvement, any other interested IEEE organizational units shall be advised and a recommendation shall be submitted to the IEEE Board of Directors.
 - Maintain an archival record of appointments and reports pertaining to the involvement, through the Secretary of the designated Board.
2. The designated Board may delegate the task of implementing the involvement.

B. Technical Involvement.

1. The designated IEEE organizational unit, (hereunder referred to as the designated Board) shall:
 - Appoint IEEE delegates. Several IEEE organizational units (e.g., Societies, Committees) may wish to have technical representation and in such cases each Society shall appoint IEEE delegates.
 - Coordinate all technically involved Societies.
 - Resolve conflicts in technical inputs from various Societies.
 - Budget for the annual dues, or other support, required by the outside organization.

- Review, annually, their participation and make a judgment whether to continue IEEE's involvement. If more than one Society is represented, each Society shall conduct the review, and promptly notify the other participating Societies and designated Board of any decision to terminate or modify their involvement.
2. Technical Representatives. Technical representatives shall be responsible for ascertaining the positions or views of the respective appointing Societies. The designated Board may name one of the representatives to head the delegation and act as spokesperson on administrative matters.
 3. Presenting Technical Views. Technical inputs from various Societies may be separate and independent of each other, however, if conflicts arise, they shall be resolved by the designated Board and one view presented as IEEE's opinion.
- C. National and International. The IEEE will be represented through the appropriate boards, committees, panels, or other organizational units as designated by the IEEE Board of Directors.
- D. Local Involvement. IEEE involvement at the local level will usually be through a Region, Council, Section, Chapter, Section Committees, Student Branch or Affinity Group. The local unit or organization involvement shall follow applicable IEEE policies as well as any additional local policies, rules and procedures. Reviews and approvals shall be obtained at the next organizational level of responsibility (i.e., the Region, or the Member and Geographic Activities Board). The local unit shall be responsible for appointing any delegates or representatives and for ensuring that they are adequately instructed.
- If two or more IEEE Sections are involved in the same outside activity, as in a metropolitan area, one Section or Council shall be designated to be responsible for administration and coordination by the next organizational level of responsibility.
- E. Involvement with Organizations Other Than 501(c)(3) Tax-Exempt Organizations. The Board of Directors may approve involvement with organizations not of the same 501(c)(3) tax status as the IEEE when such involvement is in the best interest of IEEE. Involvement with such organizations shall normally be by contract signed by the IEEE Executive Director. Exceptions shall be specifically approved by the Board of Directors.

5.5 Appointments and Support

- A. Appointments. IEEE members appointed to represent IEEE on programs jointly conducted with one or more outside organizations shall follow IEEE policies, and shall be given such guidance and direction by the appointing IEEE Board or Committee. IEEE representatives shall submit reports as required and in the annual report should summarize the joint program progress and achievements and recommend the level of IEEE continued participation in the next year.
- B. Support. IEEE representatives shall receive information and staff assistance, and may receive financial support, through the respective appointing IEEE Boards and Committees. The appointing Board or Committee shall be responsible for budgeting any dues or fees to be paid to the outside organization, for any IEEE staff support for the joint program, and any other authorized support for the IEEE representative(s).

Involvement at the local level, as discussed in Section 5.4 above, may require financial support. Any dues or other budgetary and financial commitments pertaining to an outside activity shall be the sole responsibility of the involved local unit. Each year, the local unit shall review its participation in the outside activity and shall make a judgment on continuing the activity. A report shall be submitted to the administrative level authorizing the involvement, with information copies to appropriate Boards or Committees.

5.6 Appointments by Other Organizations

IEEE members selected by outside organizations to serve on programs of interest to the IEEE are serving as individuals and not as official IEEE Representatives. They may request information and policy guidance of IEEE, but IEEE shall not be committed to providing financial, staff or other types of support.

5.7 Relationships with National Societies

- A. Objective. The IEEE establishes agreements with National Societies to enhance IEEE's fields of interests on a global basis. The purpose of these agreements shall be to assist the development and elevation of technical skills and professional growth for members of participating organizations. It is IEEE policy to encourage such activities.
- B. Responsibility & Approval. The IEEE Executive Director shall be responsible for oversight of these agreements. The IEEE President is empowered to sign new agreements or extensions of existing agreements on behalf of the IEEE Board of Directors as long as the agreements follow the conditions listed in 5.7.C and are reported to the IEEE Board of Directors.
- C. Conditions for Establishing an Agreement.
 - 1. Each agreement shall be tailored to the country where the National Society exists, using the Board of Directors approved wording. A template shall be available through IEEE Corporate Activities. Agreements that modify the wording, other than deletions of sections, shall be approved by the IEEE President, and reported to the Board of Directors at their next meeting.
 - 2. The National Society must provide some benefit to the IEEE.
 - 3. The agreement may provide for a joint membership program, including a membership dues reduction. However, there must be strong evidence that the joint membership program will increase the number of IEEE members beyond the normal growth pattern. The dues reduction shall not exceed 10 percent of the base IEEE dues and regional assessment.
- D. Renewal. All agreements shall be reviewed for renewal at intervals of not more than five years after two initial three-year terms.
- E. National Society Agreements with IEEE Societies. The IEEE Societies may establish agreements with National Societies. Guidelines for their establishment shall be provided by IEEE Technical Activities. IEEE Society Presidents shall have the authority to sign such agreements. Agreements shall be reported to the IEEE Board of Directors.

SECTION 6 – PUBLISHED PRODUCTS AND SERVICES

6.1 Authority for IEEE Publication Products and Services

IEEE publications exist by Board of Directors directive or as Publication Services and Products Board (PSPB) initiatives with Board of Directors approval.

The Board of Directors shall specify those publications to be received by every IEEE member. Such publications are the direct responsibility of the Publication Services and Products Board. Policies and procedures applying to these publications shall be specified in the Publications Services and Products Board Operations Manual.

All published products and services, in any form that originates from an IEEE organizational unit or bear the IEEE Master Brand, are ultimately the responsibility of the IEEE Publication Services and Products Board. These published products and services shall conform to the policies and procedures that shall be specified in the IEEE Publications Services and Products Board Operations Manual.

The Major Boards may introduce new publications following the approval policies and procedures which shall be specified in the Publications Services and Products Board Operations Manual.

Organizational units may specify additional policies and procedures which shall conform to and do not conflict with these policies.

6.2 Use of Products and Services

Products and services purchased by individuals are intended for their personal use only.

6.3 IEEE Copyright

- A. Copyright shall be held by the IEEE.
- B. Established policies on the use of the IEEE logo and Master Brand shall be followed. Reference Policy 6.3.2 Guidelines for Use of IEEE Logo and “IEEE”.

6.3.1 IEEE Copyright Policies

- A. General Policies. In order to maximize the value of IEEE publications to authors, users and the IEEE, the following IEEE copyright policies shall be applied throughout the IEEE:
 - 1. IEEE shall serve and protect the interests of its authors and their employers.
 - 2. All technical, educational and professional publications of the IEEE, except newsletters, but including Society and Technical Council Newsletters, are required to be copyrighted by the IEEE.
 - 3. Copyright shall be held by the IEEE and not any of its organizational units.

4. The Intellectual Property Rights Office is responsible for the administration of all IEEE copyright matters under these policies and the procedures which shall be specified in the PSPB Operations Manual. This includes obtaining the copyright registration, handling reprint and republication requests, maintaining copyright records, and administering fees when appropriate. The Intellectual Property Rights Office may, at its discretion, delegate some or all of its copyright implementation responsibilities to other IEEE departments if they have significant publishing activity, subject to procedures approved by a member of the IEEE staff, as designated by the IEEE Executive Director.
5. Third-Party Rights to Reuse IEEE-Copyrighted Material. Licenses and permissions to use IEEE copyrighted material (abstracts, full text, etc.) for commercial or other non-IEEE related purposes may be granted under terms approved by the IEEE Publication Services and Products Board.
6. Fees for the reuse of IEEE material are appropriate for contributing to the cost of original publication, especially where the reuse involves the republication of material, or any commercial uses.
7. Prior to publication by the IEEE, all authors or their employers shall transfer to the IEEE in writing any copyright they hold for their individual papers. Such transfer shall be a necessary requirement for publication, except for material in the public domain or which is reprinted with permission from a copyrighted publication.
8. In return for the transfer of authors' rights, the IEEE shall grant authors and their employers' permission to make copies and otherwise reuse the material under terms approved by the Board of Directors which shall be specified in the PSPB Operations Manual.
9. After IEEE accepts the work for publication and the copyright has been transferred, changes or revisions to the work shall not be made without further review and approval.
10. For jointly sponsored conferences, which might require special copyright arrangements, those arrangements shall be made in accordance with the procedures which shall be specified in the PSPB Operations Manual.
11. Copyrighting electronic information shall follow the electronic information dissemination procedures, which shall be specified in the PSPB Operations Manual.
12. The PSPB or its authorized designee shall consider the allowance of any exceptions to these Copyright policies.

6.3.2 Guidelines for Use of IEEE Logo and "IEEE"

The following are guidelines on the use of the IEEE logo, i.e., the diamond-shaped emblem which is registered with the U.S. Patent and Trademark Office as the trademark of the IEEE, and on the use of "IEEE," the recognized abbreviation of The Institute of Electrical and Electronics Engineers, Incorporated.

- A. The IEEE logo should be used on IEEE's wholly owned publications and also on meeting notices, programs and other promotional literature and products. On any of these, the logo should be displayed prominently at least once accompanied by the registration mark, i.e., the R in a circle (®)

shown at the lower right of the emblem. On publications, it is recommended that the logo appear on the front cover and title page, if any.

- B. When used with a logo of an organizational unit within IEEE, the IEEE logo should be at least the same size as the other logo, preferably larger or in a more prominent position. In publications produced in cooperation with groups outside the IEEE all logos should be the same size. (It may be acceptable to use logos in different sizes to reflect unequal participation.)
- C. The logo shall be used only in connection with official business of the IEEE and may only be used in accordance with the IEEE Brand Identity Guidelines.

6.4 Multiple Publication of Original Technical Material in IEEE Periodicals

IEEE's technical publications shall include original material which appears only once in the archival literature. Unusual circumstances may allow for exceptions to this policy. The appropriate procedures to be followed shall be specified in the Publication Services and Products Board (PSPB) Operations Manual.

6.5 Second Class Mailing Permits

All IEEE periodicals, which use U.S. Post Office Second Class, non-profit bulk rates for domestic mailing shall have their original entry request and their periodic audits handled via IEEE Publications Department. This is to ensure that the required audit documentation is completely done and thus protect this special mailing classification both for the specific publication and the other periodicals of the IEEE. Part of the requirements is that in each case there be established a member price for the publication.

Third Class bulk rate permits, as an alternate to Second Class, may be applied for directly at any local Post Office.

6.6 IEEE Organizational Unit Publications

Any IEEE organizational unit may issue a local publication. The publication's objective shall be consonant with the objectives of the IEEE.

Organizational units shall inform the IEEE Publications Services and Products Board of such publication and provide copies as published to the appropriate member of the IEEE staff as designated by the IEEE Executive Director.

6.7 IEEE Websites

Websites directly associated with the IEEE can be designated as the IEEE Main Website, IEEE organizational unit websites, IEEE partner websites, and the IEEE Web Presence. These terms are defined as follows.

- A. IEEE Main Website. The IEEE Main Website (<http://www.ieee.org>) is the collection of sections and pages within the IEEE.org parent domain that includes elements such as the site header and footer and follows the look and feel of <http://www.ieee.org>. This website is the primary entry point into the IEEE Web Presence and serves as an access point to other IEEE organizational unit websites and IEEE partner websites.

- B. IEEE Organizational Unit Websites. IEEE organizational unit websites are public or secure websites that represent IEEE or an IEEE organizational unit, and are authorized to carry the IEEE brand by virtue of their official affiliation with IEEE. These websites may be established as a sub-domain or exist outside of IEEE.org domain.
- C. IEEE Partner Websites. IEEE partner websites are operated by groups or organizations that have an affiliation with IEEE, but are not directly part of the IEEE organization (i.e., not an IEEE organizational unit).
- D. IEEE Web Presence. The phrase IEEE Web Presence signifies the collection of all IEEE websites including the IEEE Main Website (<http://www.ieee.org>), IEEE organizational unit websites, IEEE partner websites, and IEEE social media properties.

SECTION 7 – PROFESSIONAL ACTIVITIES
PART A – IEEE POLICIES

7.1 Objectives

In addition to its technical and educational functions, the IEEE endorses the following professional objectives:

- A. The IEEE may promote the necessary activities, including governmental, legislative, and administrative action, to:
 - 1. Enhance the economic status of the electrical and electronics industry;
 - 2. Enhance the professional, social, economic and ethical status of the engineering profession in general and electrical engineers in particular.
- B. The IEEE embraces the principle that all of its members should have the opportunity to build up retirement equity and to do so without the hazard of forfeiture for reasons beyond their control. It is to this end that we cite these objectives.
 - 1. To achieve early vesting, portability, early retirement protection and sound funding in private pension plans by both voluntary action and legislative method;
 - 2. To provide by legislative change the opportunity for individual retirement investment with pre-tax dollars.
- C. The IEEE will strive continuously toward improvement of working conditions for engineers. In coordination with associated engineering and scientific societies, and in consultation with employers' representatives, the IEEE will co-author employment practices programs and will encourage the adoption of such programs by employers. These shall detail responsibility of both employer and employee to each other and of both to the public and environment. Methods of achieving improvement in employment conditions shall be investigated.
- D. As a means of measuring progress toward professionalism, the IEEE shall periodically canvass its membership to obtain information relative to salary, benefits and employment conditions and engage in other information gathering activities as appropriate.
- E. It shall be the objective of the IEEE to achieve full employment for its members and the IEEE shall engage in those activities compatible with its Constitution which will enable it to achieve this goal. It shall attempt to forecast the direction of expanding technology with a view toward career guidance and enhancement.
- F. The IEEE shall actively promote the activities of the engineering profession to its membership and to the public and shall do its utmost to enhance the status of engineering in general and the electrical engineering profession in particular.
- G. The IEEE, concerned for the quality of life for all people, shall use its technical and professional expertise for the betterment of the environment, improved living conditions, and effective utilization of world resources.

7.2 Professional Activities Outside the United States

The Regional Committees of Regions outside the United States may develop statements of objectives and procedures, similar to those of this section, which are appropriate to the specific needs of the members in the respective Regions. Such statements, prior to their publication and implementation, must be reviewed and approved by the IEEE Board of Directors.

7.3 Scope of Professional Activities

In achieving the objectives of Section 7.1, suitable professional positions may become IEEE professional standards or positions subject to the following:

- A. In developing a professional position, it is essential that all non-member affected parties be invited to contribute to the development of the professional position.
- B. To the extent possible, all viewpoints pertaining to a professional position should be considered. Viewpoints shall be considered with relationship to the primary interest of the profession. Those viewpoints that cannot be included shall be reported with the reasons for non-inclusion to the Board of Directors when approval of the position is sought.
- C. The IEEE formulates and enunciates professional positions for the benefit of the profession as a whole. Once approved by the Board of Directors, such professional positions shall be published in IEEE SPECTRUM as a position of the Board and shall be available for use by any other publication. If the nature of a given professional position is such that the possibility of endorsement or compliance with that position is encouraged, only those organizations and/or individuals who authorize the release of their identity shall be included in any report concerning their position. For example, acceptance of employment guidelines or support of positions by organizations might be recognized by issuance of term certificates upon application and by granting of approval by IEEE-USA. Public announcements of such presentations are encouraged. Reports on group compliance, wherein identification of affiliations remains anonymous, may be made from time to time.
- D. Commendations to named individuals or organizational units may be made for performance in professional and human affairs by the Board of Directors upon recommendation of IEEE-USA or other IEEE organizational unit.

7.4 Professional Activities - Assessing Member Needs

In the area of professional activities which relate to social, economic, legal and ethical issues, there are certain topics on which it is important and highly desirable that the skills and expertise of qualified IEEE members be used to bring out pertinent facts that can serve to highlight key issues and bring them into clearer focus. In matters of national professional significance, the Board of Directors or the President may appoint or authorize an IEEE committee, staff or volunteer to look into a particular subject as defined by the Board and ask for a report that includes a consensus of opinion where appropriate. The report may be further reviewed and augmented as necessary by the Board of Directors.

If the Board of Directors has not expressed a position, then the publication or presentation of committee reports to other organizations is to be considered as reflecting the opinions of the committee and not necessarily the membership.

As a basis for assisting the IEEE Board in estimating the opinion of the IEEE membership on pertinent subjects, such as those on items of a technical or professional character, or those related to certain governmental, legislative or executive issues, use should be made of member opinion surveys. These surveys should be made from time to time of the whole membership of the IEEE or of the appropriate special part, as well as by means of membership sampling techniques when a broad data base exists that can be used for comparison.

All organizational units of IEEE should inform the Board of Directors, through their Regional or Divisional Director, of their intent to engage in significant professional activities not otherwise authorized.

7.5 IEEE Involvement with Legislative Bodies, Government Agencies and International Organizations

- A. While members of the IEEE are of course at liberty to express their own opinions on any matter, care must be taken that these are not put forward as representing the IEEE except as outlined below.
- B. It is recognized that there may be appropriate opportunities for IEEE and its organizational units to cooperate with legislative bodies and other agencies of national and local governments in various countries of the world, and with international agencies. Ways should be sought to try to make such cooperation possible, recognizing the limitations inherent in any situation where an individual member is asked to speak on behalf of the entire IEEE or any of its organized subdivisions.
- C. IEEE units may cooperate with government and international agencies on issues in which IEEE has no definite policy by suggesting technically competent persons to testify on an issue or to act as consultants. In such cases, the person testifies as an individual, and not as a representative of IEEE or any of its units.
- D. The IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, will be responsible for review of proposals for IEEE cooperation, making certain that the proposed participation is in conformity with the IEEE Constitution, Bylaws, and Policies, and that it does not damage existing IEEE programs.
- E. If an activity which appears to the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, to be desirable requires new policy or a change in existing policy, the question of participation shall be referred to the Board with a recommendation concerning the proposed policy change.
- F. Once an activity is approved, the IEEE President may delegate its implementation to an officer, or to an IEEE Major Board or Committee. In making this assignment, attention will be given to coordination with all Boards and Committees having interests in the issue.
- G. When approving the implementing participation of the type described in this policy statement, the IEEE President shall give attention to the problem of informing members. This will normally be done by arranging for items in IEEE SPECTRUM, THE INSTITUTE, and other IEEE publications.

7.6 Protection of the Public

The IEEE recognizes the obligation of the profession to protect the health, welfare and safety of the public. Where legislation, regulations, codes, or customs impact on electrical and electronics engineering, the IEEE shall interface whenever and wherever appropriate with legislative and regulatory bodies. In particular, legislation may include the establishment of qualifications of engineers and the registration and/or licensure of engineers. In furtherance of this policy, the IEEE:

- A. Offers advice and assistance to legislative and regulatory entities;
- B. Encourages the establishment of uniform laws as being in the public interest;
- C. Recommends that there be a minimum of restrictions of a legal nature in the functioning of qualified engineers;
- D. Offers advice and assistance to Boards of Engineering Examiners and similar agencies;
- E. Recommends that, upon request, committees of IEEE members cooperate with appropriate agencies in the development of sound registration examinations which will adequately protect the public interest.

7.7 Professional Welfare of Members

The IEEE is concerned with the professional welfare of its members. The administrative, geographical and technical units are encouraged to pursue appropriate activities in this area, such as the following:

- A. Organizing or sponsoring career development seminars for members.
- B. Organizing or sponsoring educational activities which upgrade the skills of members.
- C. Publishing information on existing legislation or proposed legislation which may affect the professional welfare of IEEE members.
- D. Arranging for group insurance plans which benefit members, provided these do not duplicate other plans sponsored by the IEEE and provided the IEEE unit does not benefit financially from such plans. Prior to establishment of an insurance plan by an organizational unit, legal approval must be sought through Headquarters and the plan referred to the Board of Directors for authorization.

7.8 IEEE Code of Ethics

We, the members of the IEEE, in recognition of the importance of our technologies in affecting the quality of life throughout the world, and in accepting a personal obligation to our profession, its members and the communities we serve, do hereby commit ourselves to the highest ethical and professional conduct and agree:

- I. To uphold the highest standards of integrity, responsible behavior, and ethical conduct in professional activities.
 1. to hold paramount the safety, health, and welfare of the public, to strive to comply with ethical design and sustainable development practices, to protect the privacy of others, and to disclose promptly factors that might endanger the public or the environment;
 2. to improve the understanding by individuals and society of the capabilities and societal implications of conventional and emerging technologies, including intelligent systems;
 3. to avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist;
 4. to avoid unlawful conduct in professional activities, and to reject bribery in all its forms;
 5. to seek, accept, and offer honest criticism of technical work, to acknowledge and correct errors, to be honest and realistic in stating claims or estimates based on available data, and to credit properly the contributions of others;
 6. to maintain and improve our technical competence and to undertake technological tasks for others only if qualified by training or experience, or after full disclosure of pertinent limitations;
- II. To treat all persons fairly and with respect, to avoid harassment or discrimination, and to avoid injuring others.
 7. to treat all persons fairly and with respect, and to not engage in discrimination based on characteristics such as race, religion, gender, disability, age, national origin, sexual orientation, gender identity, or gender expression;
 8. to not engage in harassment of any kind, including sexual harassment or bullying behavior;
 9. to avoid injuring others, their property, reputation, or employment by false or malicious actions, rumors or any other verbal or physical abuses;
- III. To strive to ensure this code is upheld by colleagues and co-workers.
 10. to support colleagues and co-workers in following this code of ethics, to strive to ensure the code is upheld, and to not retaliate against individuals reporting a violation.

Changes to the IEEE Code of Ethics will be made only after the following conditions are met:

- Proposed changes shall have been published in THE INSTITUTE at least three (3) months in advance of final consideration by the Board of Directors, with a request for comment, and
- All IEEE Major Boards shall have the opportunity to discuss proposed changes prior to final action by the Board of Directors, and
- An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required for changes to be made.

7.9 IEEE Amicus Policy

The IEEE recognizes that courts will, from time to time, consider matters affecting the interests of the IEEE, its members, or the engineering profession and allied fields, or other aspects of the public interest where the IEEE may be able to provide useful insights. In many countries, nonparties have the opportunity to offer information or perspectives to assist a court or other dispute-resolution body in resolving a dispute between two parties, where the resolution may have implications beyond the particular case. In common-law jurisdictions, this is called an "amicus curiae" (friend of the court) brief; civil-law jurisdictions can provide similar opportunities. This policy statement will refer to all such submissions as "amicus briefs" and all such dispute-resolving bodies as "courts." In some cases, the IEEE may deem it appropriate to submit an amicus brief, either alone or with others who share an interest with the IEEE. This policy sets procedures for the IEEE's development of recommendations for amicus briefs. This policy does not apply to other forms of position statements (such as testimony or other submissions to legislative bodies or administrative agencies acting in a rule-making capacity).

A. Introduction

The IEEE may learn of opportunities to participate as an amicus in many ways. Regardless of the source of information about an amicus opportunity, the time from learning about the opportunity to the deadline for submission of an amicus brief will often be short. Consequently, the IEEE has adopted these procedures.

B. Procedures

Requests for filing or joining an amicus brief should be directed in the first instance to the IEEE Executive Director who shall notify the IEEE President. As a general matter, requests should be submitted to the IEEE Executive Director at least 60 calendar days before the due date for filing a brief on the IEEE's own behalf and at least 30 calendar days before joining a brief filed by another party. (A request may be considered if it does not meet these deadlines, but the relative lack of time will itself be a factor in determining whether to join or file the amicus brief.) As time permits, the IEEE Board of Directors will consider amicus requests at its regularly scheduled meetings. At his or her discretion, however, the IEEE President may call a meeting of the Board (by telephone or otherwise) to consider whether the IEEE should file an amicus brief and to consider the content of such a filing. If the Board determines that the IEEE should file the amicus brief, the IEEE President shall supervise legal counsel's preparation of the amicus brief with the participation of the relevant IEEE organizational unit. The final text shall be reviewed and approved by the President, the Past President, and the President-Elect.

The final brief shall be distributed to the Board of Directors promptly after it is filed with the court.

C. Decisional Factors

The IEEE will consider amicus opportunities (including the opportunity to join an amicus brief prepared by another organization) that may affect the IEEE's interests or that may benefit from the particular insights that the IEEE can provide. Each opportunity is unique, but the IEEE will typically consider the following factors when determining whether to file an amicus brief on a particular matter:

- Whether the case may result in a legal rule that will materially affect the collective interests of IEEE's members, the profession, and/or the public good on those subject matter areas within IEEE's competence?
- Whether the IEEE has special knowledge or insights that would benefit a court's informed decision-making?
- Whether the case may be decided in a way that would impose or increase the risk of liability for organizations such as the IEEE or any of its organizational units?
- Whether the case may result in a legal rule that will materially affect the fair, open, or efficient operation of nonprofit organizations, professional societies, standards development organizations, or other organizations similar to the IEEE or any of its organizational units?
- Whether the IEEE is already a party to a case whose outcome might be affected by a decision in the case in which an amicus might be filed?
- Whether an amicus brief would necessarily require taking a position in favor of a party to the dispute (unless taking a position is otherwise in the IEEE's interests, after due consideration of the other relevant factors)?
- Whether other potential amici are likely to file briefs either for or against the views that the IEEE would submit?
- The expense to the IEEE in filing a brief, and the existence of cost-effective alternatives (such as joining an amicus brief prepared at another organization's expense but with sufficient IEEE input to warrant IEEE's joining in the brief).
- If readily and reliably determinable, the views of IEEE members or other IEEE constituencies.

Typically, an IEEE amicus brief will provide factual information that may not otherwise be readily apparent to the relevant court, explain the consequences of potential alternative decisions, or advocate a proposed rule of decision. The IEEE typically will not take a position on the disputed facts at issue in a case, although if the IEEE has special knowledge of relevant facts it may offer those views. Any presentation of facts shall be fair and objective.

- D. IEEE-USA, on its own behalf, may authorize filing amicus curiae, to U.S. federal and state courts and related judicial bodies. Amicus curiae briefs shall be confined to the presentation of relevant facts and arguments judged to be objective, verifiable, and properly within the purview of IEEE-USA for issues of interest to the IEEE U.S. members. Any proposed IEEE-USA amicus brief filings and the reasons therefore will be communicated in a timely fashion to the IEEE President and Executive Director to determine whether the proposed brief concerns matters of corporate concern that warrant review by the IEEE Board.

7.10 Procedures for Misconduct Complaints

Reporting Misconduct Complaints

Any individual may file a misconduct complaint against a member, or a non-member engaged in an IEEE activity, through the process defined in this policy.

Employee related disputes, standards development disputes, disputes related to conferences, society-society disputes, scholarly publication misconduct, and inappropriate financial activities, may be directed for review and action to the Organizational Unit within IEEE charged with overseeing the issue(s) related to the misconduct or dispute. All other complaints made with respect to misconduct shall be reviewed by the IEEE Ethics and Member Conduct Committee (EMCC) through its Conduct Review Committee (CRC). EMCC shall serve as the final arbiter of decisions made by the CRC.

In addition to this, there shall be a point of contact within IEEE to confidentially report any misconduct complaint and to maintain a database of all reported cases of misconduct related to the IEEE. If a complaint is reported to an IEEE member, volunteer, or IEEE staff member, that person should inform the complainant of the process to submit the report to the Organizational Unit within IEEE charged with overseeing the issue or to the point of contact within IEEE.

If the alleged misconduct occurs at an IEEE meeting, conference or event, and immediate action is needed on-site, the process for taking immediate action shall follow the procedures defined by IEEE Meetings, Conferences and Events. See the [IEEE Event Conduct and Safety Statement](#).

Only those complaints reported within: (i) 5 years of the date of alleged act of misconduct; or (ii) 5 years from when discovery of the alleged misconduct is first made in circumstances where such discovery could not have reasonably been made sooner through no fault of the complainant, whichever is later, shall be considered by the Ethics and Member Conduct Committee (EMCC) process.

Pursuant to IEEE Policy 9.10, retaliation against those who in good faith report their concerns is strictly prohibited.

A. Confidentiality of Complaint

The contents of complaints and the identity of the persons involved and the scope of any related inquiries shall remain confidential, except as required by law or if such disclosure is required for the equitable and expeditious review of the complaint in accordance with the procedures set forth below.

B. Contents of Complaint

The following information shall be requested for complaint submission.

- 1) The name and contact information of the member or non-member reporting the issue to IEEE;
- 2) Name(s) of the member or non-member whose conduct is the subject of the complaint;
- 3) The names and contact information (if known) of the person(s) believed to have knowledge pertaining to the subject of the complaint, if applicable;

- 4) A specific statement which sets forth the conduct that gave rise to the complaint, including specific provisions of any IEEE governing documents, IEEE Operation Manuals, other internal and external rules and regulations that the conduct is alleged to have violated;
- 5) Any documentation or materials upon which the complaint, in whole or in part, is based.

IEEE shall also allow for anonymous complaints.

C. Acknowledgement and Evaluation of Complaint

After the complaint is reported, a Case Number shall be assigned which shall be provided to the complainant.

Within ten (10) business days after the receipt of the complaint, it shall be reviewed by the IEEE Legal and Compliance Department for appropriate assignment within IEEE.

IEEE can decline to pursue the complaint further if it deems the complaint to not be within its purview and the complainant shall be notified.

D. Assignment of the Complaint

The CRC is a committee of EMCC. It shall review complaints alleging misconduct by a member, or a non-member participating in an IEEE activity.

- 1) The voting members of the CRC shall consist of not more than fifteen (15) members, including the Chair and Vice Chair, all of whom are not members of the Board of Directors. The Chair of the CRC shall be a member of the EMCC and shall not have a vote on CRC decisions made by the EMCC.
- 2) The CRC members shall serve three-year terms and may serve up to two consecutive terms. All CRC members shall be IEEE members of Senior or Fellow Grade, recommended through a slate prepared by the IEEE Nominations and Appointments Committee for appointment by the EMCC Chair.

E. Determination of Evidence of Misconduct

- 1) A Review Panel shall be formed by the CRC Chair for each complaint received by CRC.
- 2) The Review Panel shall be formed within seven (7) business days from the receipt of the complaint by the CRC.
- 3) Each Review Panel shall consist of three (3) CRC members and one (1) alternate CRC member who shall serve if necessary.

The CRC shall have oversight of each Review Panel to ensure consistency of and compliance with the review process. CRC members shall recuse themselves, or be recused by the CRC Chair, from service on a Review Panel if there is a conflict of interest or a lack of impartiality.

- 4) The Review Panel shall conduct a review of the complaint within fifteen (15) business days of its receipt of the complaint to determine if there is sufficient evidence of misconduct as defined in IEEE Bylaw I-110. The Review Panel may gather additional information necessary to make such determination.
- 5) If, after the aforementioned review period, the Review Panel determines that there is not sufficient evidence to review the complaint, the case shall be closed and the complainant shall be notified. Closed cases may be resubmitted if the complainant can provide additional supporting information.
- 6) For cases determined to have sufficient evidence of misconduct, the Review Panel shall assess if there could be an amicable solution. The Review Panel shall work with the parties involved in the complaint toward that solution, but shall not impose a binding decision on the parties to the complaint.
- 7) If the Review Panel and the parties are able to resolve the complaint, the case shall be updated with the final outcome and closed. If the parties involved are not able to reach a resolution, the complaint shall move forward for further review.
- 8) For cases determined to have sufficient evidence of misconduct and for which an amicable solution was not reached, the Review Panel shall move forward with further review and the parties to the complaint shall be notified.

F. Review Panel Assessment

- 1) The Review Panel shall have thirty (30) business days following its determination of sufficient evidence of misconduct to complete its further review of the complaint.

The contents of the complaint shall be provided to the subject of the complaint.

- 2) If the subject of the complaint does not acknowledge receipt of notifications, refuses to accept such notifications, or refuses to participate in the Review Panel process, the review of the complaint shall still continue.
- 3) The review may be terminated if:

The Review Panel, in consultation with IEEE Legal and Compliance, determines that:

- a) the complainant has initiated legal or regulatory proceedings which are based upon the same or related circumstances underlying the complaint; or
- b) The complaint pertains to the same or substantially the same conduct or subject matter involving the subject of the complaint in a case previously considered by IEEE; or
- c) The complainant fails to respond to a written request for further information within fifteen (15) business days following such request; or
- d) There is any disclosure or publication of the complaint or its contents by the complainant before the review is completed.

- 4) Notwithstanding the foregoing, nothing contained in this IEEE Policy 7.10 is intended to or shall be interpreted to preclude a member or non-member from:
 - a) filing a complaint and/or charge with any appropriate governmental agency with responsibility for employment related matters;
 - b) participating in any investigation conducted by a government agency, or such other governmental agency; or
 - c) engaging in legitimate whistleblowing activity as may be defined by applicable law.

G. Determination of the Review Panel

The decision of the Review Panel shall consist of a determination that misconduct was, or was not, found as alleged in the complaint.

- 1) If misconduct was not found, the case shall be considered unsubstantiated and closed.
- 2) If misconduct was found, the Review Panel shall provide a recommendation for member or non-member disciplinary action (as defined in the *CRC Operations Manual*) or for potential member sanctions (as defined in IEEE Bylaw I-110).
- 3) The Review Panel shall provide its final recommendation regarding misconduct to the Conduct Review Committee (CRC) within ten (10) business days of completing its review.
- 4) The Review Panel recommendation shall be reviewed by the CRC Chair, the EMCC Chair, and IEEE Legal and Compliance for clarity, consistency, and compliance with the procedures for the review of complaints.

H. Notification of Disciplinary Action and Appeals

- 1) Within ten (10) business days of receiving the Review Panel recommendation, the Conduct Review Committee (CRC) shall notify the parties of the complaint of the decision of the CRC and any disciplinary action to be taken against the subject of the complaint.
- 2) If there is no appeal of the CRC decision, the complaint shall be considered resolved, the case file updated with the final decision, and the parties of the complaint shall be notified of the final disposition of the case.
 - a) If the CRC decision is to pursue potential sanctions, the CRC decision shall be forwarded to the EMCC.
 - b) If either or both of the parties to the complaint appeal the CRC decision of disciplinary action or potential sanctions, appeals must be sent to the EMCC Chair within 15 business days.

- c) The EMCC shall have fifteen (15) business days to review appeals and CRC decisions to pursue potential sanctions. The EMCC can adopt, amend, or reject the appeals or potential sanctions decision.
- d) If the recommendation is to not pursue potential sanctions, the complaint shall be considered resolved, the case file updated with the final decision, and the parties of the complaint shall be notified of the final disposition of the case.

I. Notification of Potential Sanctions

If EMCC's review of the CRC decision results in its recommendation for potential sanctions then, within ten (10) business days, the EMCC Chair shall notify the parties to the complaint of the decision to request the formation of a hearing board to determine potential sanctions.

If the identity of a charged member is disclosed by the EMCC, the person or entity to whom such disclosure was made may be notified of the final action of the complaint. Final action shall mean either the termination of the complaint by the EMCC or the final action of the Board of Directors.

J. Hearing Board Procedures

The EMCC Chair shall advise the IEEE President, by transmittal of the report of the EMCC, and request the appointment of a hearing board and the determination of the date, place and time at which the complaint shall be presented to the hearing board.

- 1) The date for the hearing board, selected by the IEEE President, shall be no more than six months following receipt by the IEEE President of report of the EMCC and shall be chosen to permit service of notice on the IEEE member to be charged at least ninety calendar (90) days prior to the date set for hearing the matter.
- 2) The EMCC Chair shall serve notice, by traceable mail, on the charged member. The notice shall include:
 - a) the time, place and date of the hearing
 - b) the date by which the charged member shall notify the Committee Chair whether the charged member will attend the hearing in person, or be represented by a person authorized by the charged member
 - c) a copy of the complaint
 - d) the report of the EMCC
 - e) notice that any materials for the presentation, intended for submission by the charged member, be received by the Committee Chair for distribution to the hearing board twenty (20) business days in advance of the hearing date
 - f) The EMCC Chair shall notify, by traceable mail, the complainant of the time, place and date of the hearing.

- g) Materials that are to be a part of the EMCC's presentation to the hearing board shall be distributed to the hearing board members and the charged member fifteen (15) business days in advance of the hearing date.
 - h) Any person appearing before the hearing board on behalf of either the EMCC or the charged member shall provide the hearing board Chair with information sufficient to identify themselves, their role, and confirmation of their representation of either the EMCC or the charged member.
- 3) The hearing board shall be supported by IEEE legal counsel, the IEEE Staff Secretary, and any associated staff.

K. Hearing Board Members

- 1) The IEEE President, with the concurrence of the Board of Directors, shall appoint no fewer than five and not more than nine IEEE voting members, not currently serving on the IEEE Board of Directors or the EMCC, to serve as the hearing board to hear the presentations by the EMCC and by the charged member and vote on the actions to be taken.
- 2) The IEEE President with the concurrence of the Board of Directors shall at the same time appoint alternate members, designated as first alternate and second alternate, to serve as may be required.
- 3) The charged member and the complainant shall be notified of the appointment and membership of the hearing board.
- 4) The hearing board shall select one of its members to serve as Chair, who shall have a vote. The Chair shall preside over the hearing and prepare the findings and recommendations of the hearing board.
- 5) The hearing board, by majority vote, shall disqualify one or more of its members, if warranted, to assure impartiality. Any member may disqualify himself or herself in like circumstances.
- 6) A charged member or complainant may request disqualification of hearing board members in writing to the hearing board Chair. Such request shall be made within ten (10) business days of receipt of the notification of the hearing board appointment and membership.
- 7) Should any disqualifications reduce the hearing board to fewer than five members, the Chair of the hearing board shall designate alternates to serve in the order determined by the IEEE President.

L. Procedure at the Hearing

- 1) The session shall be held in executive session and should be in person.
- 2) Alternate meeting forms of the hearing board shall be allowed if the following two conditions are met and upon notification to the IEEE Secretary:

- a) All persons participating in the meeting shall hear each other at the same time if participation is either a combination of in person and virtual or solely virtual, and,
 - b) Upon the charged member's consent, unless such consent would not protect the complainant's physical health and well-being, with such determination being made by IEEE Legal and Compliance.
- 3) All written materials presented to the hearing board shall be filed with the Staff Secretary of the Board of Directors no later than ten (10) business days in advance of the hearing board date.
- 4) The member charged and the EMCC may each have a maximum of four speakers (including counsel and witnesses). Relevant written statements from other parties are encouraged rather than active participation in the hearing by a witness and shall be accepted by the Staff Secretary no later than ten (10) business days in advance of the hearing board date.
- 5) The hearing board Chair shall convene the session and shall be the final authority in any matters relating to procedures and administrative functions of the hearing.
- 6) The hearing shall include:
 - a) Opening instructions by and at the discretion of the hearing board Chair;
 - b) Opening statement by the EMCC's counsel;
 - c) Opening statement by the charged member;
 - d) Presentation of evidence by the EMCC's counsel;
 - e) Questions to the EMCC (including any witnesses made available by EMCC) by the charged member;
 - f) Hearing board questions;
 - g) Presentation of evidence by the charged member;
 - h) Questions to the charged member by the EMCC's counsel;
 - i) Hearing board questions;
 - j) Closing statements by the EMCC's counsel;
 - k) Closing statements by the charged member;
 - l) Hearing board questions; and
 - m) Conclusion/adjournment by the hearing board Chair

M. Appearance of Charged Member and Complainant

- 1) Failure to Make Presentation. In the event that the charged member or the authorized representative fails to appear on the hearing date, the hearing board may either act upon the presentation submitted by the charged member or, at the discretion of the hearing board, the meeting shall be postponed and the matter considered on a subsequent date.
- 2) The complainant shall be present at any hearing at which the complaint is considered upon the written request of either the EMCC or the charged member, except as described in Section L. 2. b). The complainant may appear in person or by video conference.
- 3) Notice of Postponement. The Chair of the hearing board shall notify the charged member, the complainant, and the EMCC of the new date, time, and place for such postponed hearing.

The notice shall be given within such period as the hearing board determines to be reasonable under the circumstances.

- 4) Failure of the charged member or the authorized representative to appear on the new hearing date shall not be cause for further delay of the hearing board's final action.
- 5) If the charged member failed to submit a presentation, the hearing board shall act upon the presentation of the EMCC.
- 6) Postponement or Delay. The length of postponement or delay of hearing or final action by the hearing board shall be discretionary; provided, however, no delay or postponement approved by the hearing board shall extend the final action of the hearing board beyond six months from the date on which the hearing procedure was initiated.

N. Deliberation and Findings by Hearing Board

Deliberation of Cause and Sanctions

- 1) Upon conclusion of the hearing, the hearing board shall convene in executive session. The IEEE Legal counsel to the hearing board, Staff Secretary, and any associated staff may attend.
- 2) The hearing board shall base its deliberations on the material submitted to it prior to the hearing and on the basis of the evidence presented at the hearing itself. The hearing board Chair and the hearing board have discretion to determine what information should fairly be included or excluded.
- 3) The hearing board shall determine, on the basis of the evidence presented, whether the conduct in question constitutes cause as defined in IEEE Bylaw I-110.
- 4) A recommendation to expel, suspend, revoke Senior or Fellow Member grade, or censure a charged member shall be made by the hearing board based on the severity of the wrongful conduct of the charged member, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors which the hearing board considers relevant in the circumstances of the particular case.

O. Findings

- 1) The hearing board, after resolving these issues in executive session, shall be reconvened for the purpose of recording the ballots and the final action taken pertaining to the issue of member misconduct.
- 2) If the hearing board has found cause, it shall record its vote and recommendation, if any, on the issue of sanction as defined in IEEE Bylaw I-110.
- 3) A finding that a charged member's misconduct shall result in censure, revocation of Senior or Fellow Member grade, suspension, or expulsion shall require the affirmative vote of two-thirds of the votes of the members of the hearing board present at the time of the vote, provided a quorum is present. The hearing board shall make a recommendation on the time period for a suspension or a revocation.
- 4) The hearing board shall make a recommendation to the Board of Directors as to whether the identity of the charged member should be included in any notification to the membership.

P. Final Hearing Board Action

- 1) The hearing board, acting through its Chair, shall prepare its findings and recommendations as to sanction, if any, in writing, including any opinions or statements from individual members of the hearing board.
- 2) Final hearing board action shall consist of the recorded ballots and findings made in writing on the issues of cause and sanction.
- 3) Notice of final hearing board action shall be served, by traceable mail, on the charged IEEE member, the person initiating the complaint, the Chair of the EMCC, and the IEEE Board of Directors. The notice shall include the record of the final action by the hearing board. The Chair of the hearing board shall serve notice within five (5) business days from the date of final action by the hearing board.
- 4) Within ten (10) business days of the receipt of the notice of the final action of the hearing board by the Board of Directors, the IEEE President shall notify, by traceable mail, both the charged IEEE member and the Chair of the EMCC of the date on which the Board of Directors shall review the hearing board's final action.
- 5) Within ten (10) business days of the receipt of the notice of final action, the charged member may submit, in writing, such comments and recommendations to the Board of Directors as they deem relevant to that Board's deliberations.

Q. Board of Directors Final Action and Notification

- 1) Final action by the Board of Directors on review of hearing board decisions and recommendations shall consist of the recorded ballots and findings made in writing on the issues of cause and sanction, in accordance with IEEE Bylaw I-110.6.

- 2) In accordance with IEEE Bylaw I-110, the IEEE Board of Directors shall notify the charged member and complainant of the final action taken. Notifications to the IEEE membership shall be at the discretion of the IEEE Board of Directors.

7.11 Ethical Support

Part A - Submission of Requests for Support, Inquiries and Information.

1. All requests for support regarding circumstances of affected by adherence to the IEEE Code of Ethics shall be sent to the Chair, IEEE Ethics and Member Conduct Committee, IEEE, c/o Corporate Activities, 445 Hoes Lane, Piscataway, NJ 08854 by traceable mail.
2. Information which any individual wishes to bring to the attention of, or inquiries for which a response is sought from IEEE shall be submitted in the same manner but need not be notarized or sent by traceable mail. Information and inquiries shall be reviewed by the Ethics and Member Conduct Committee and forwarded, with or without comment or recommendation, to the Board of Directors for consideration and action as may be appropriate.

Part B – Form and Contents of the Request for Support.

The request for support shall be in the form of an affidavit, typewritten, notarized and signed by the individual. Such request shall be notarized, or include equivalent certification of signature in areas outside of the US. The Request for Support shall include:

1. The name(s), position(s) or title(s) and address(es) and telephone numbers (where available) of the employer or others who are believed to have knowledge pertaining to the subject of the Request;
2. The issue, incident(s), or the matter of ethical principle which the person believes is involved together with the specific provisions of the IEEE Code of Ethics deemed relevant or considered to have precipitated the condition(s) of jeopardy;
3. Documents, statements and any other evidence to be considered as supporting the Request. The identification and location of any other documents and material relevant to the Request but not provided in the submission;
4. A full description of the circumstances, events and facts which relate to the ethical matter for which IEEE support is sought.

Part C – Procedure on Receipt of Request for Support.

The Chair of the Ethics and Member Conduct Committee shall:

1. Review the Notarized Request for Support, Inquiry or matter of information to ascertain that the incident or event involved occurred no longer than two years prior to receipt thereof. Should the interval exceed two years, all material shall be returned without duplication or distribution, noting this limitation.
2. If the incident occurred within the two-year limitation period, then promptly acknowledge Receipt of the Request, Inquiry or information.

Transmit copies of the Request, Inquiry or information to Committee members, ensuring that no other distribution or duplication of the material is made, except to provide IEEE counsel with relevant documents, etc. in connection with a request for legal advice.

3. Take steps to consider the Request for Support, Inquiry or information submitted, assemble information, provide for Committee evaluation and prepare a Report on Preliminary Investigation within a period of one hundred twenty (120) calendar days from acknowledgment of receipt of the Request, Inquiry or information. In those instances where investigative difficulties preclude completion within this limitation, the IEEE President may grant extension upon request.
4. Ensure, during the period of its investigation, that the Ethics and Member Conduct Committee, acting on its own behalf or through ad hoc Committees appointed by the Ethics and Member Conduct Committee Chair, seek relevant information from IEEE members, employees and others as may be appropriate to the nature and contents of the Request for Support, Inquiry or information. Such information as may be obtained shall be reduced to writing and included in the file or records of the Chair of the Ethics and Member Conduct Committee of the case under review.
5. During the course of the investigation ensure that the contents of the Request, identity of persons involved and the scope of the inquiry shall remain undisclosed by the Ethics and Member Conduct Committee to the extent practicable, consistent with the need to secure valid information and conduct an expeditious review.

Part D – Responsibilities of the Ethics and Member Conduct Committee.

1. If in the course of its investigation and review the Committee deems it appropriate to contact persons or entities outside the membership of IEEE or the employer concerned, the Committee shall:
 - a) obtain from the requesting individual a letter of waiver; and
 - b) send to the employer(s) concerned a letter disclaiming any and all purpose or intent to engage in collective bargaining on behalf of the individual with respect to such matters as salaries, wages, benefits, and working conditions, customarily dealt with by labor unions.
2. The Ethics and Member Conduct Committee, upon concluding its investigation, shall prepare a Report on Preliminary Investigation which shall include findings, conclusions and recommendations based on relevant information and technical and professional opinions.
3. If the request is deemed to be meritorious, the Committee shall submit to the Board of Directors the request and its Report on Preliminary Investigation upon conclusion of its review of the request together with any matters or information related thereto.
4. If the Request for Support is deemed to be without merit, the Ethics and Member Conduct Committee Chair shall notify the requesting individual by traceable mail of the action to terminate and shall include a copy of the Report on Preliminary Investigation.
5. If new or additional information considered material is received within ten business days following service of notice by the Chair of the Ethics and Member Conduct Committee, the Committee may reconsider and revise its findings. If the prior findings are affirmed, no further consideration shall be granted and the requesting individual so notified. Subsequent submission of a Request or

Inquiry bearing on the same or substantially similar incident or issue may result in the Committee declining further consideration.

7.12 Patent Rights of Employed Engineer Inventors

In order to promote the progress of electrical arts and sciences, it is IEEE policy to encourage the establishment of appropriate incentive systems for the development and disclosure of inventions. Implementation of this policy may include actions directed toward the improvement and revitalization of patent laws to extend protection of inventions in newer fields of technology not currently covered, and greater incentives to government contractors for the commercial utilization of inventions resulting from government support, and improving laws to provide equitable distribution of rights between employed inventors and their employers, as well as to promote equitable standard patent pre-assignment agreements.

7.13 Employer Cooperation in Career Maintenance and Development

It shall be IEEE policy that all IEEE committees and other organizational units which include employer/employee relationships in their activities and programs should solicit the views and cooperation of employers of engineers as well as of employees. One method of implementing this policy would be for each Section to establish an "Employer Committee" consisting of representatives of local employers of engineers. Reports of such committee activities should be transmitted via the Section to the Regional Director for dissemination to IEEE-USA and other IEEE bodies.

7.14 Support of Industrial/ Governmental Objectives Having a Common Interest

The IEEE recognizes that its responsibility to secure the career needs of practicing members of the profession is served by measures which, among others, would contribute to the economic health and growth of those industries which employ those practitioners and which, as a consequence, would result in greater demand for their employment.

Therefore, it is IEEE policy that the IEEE-USA include in its programs the active support of those objectives, legislative or otherwise, which are consistent, on the one hand, with the needs of practicing professionals otherwise enunciated in IEEE policies and programs and which, in addition, will tend to increase employment opportunities by improving the general business climate. In the pursuit of this policy, the IEEE-USA is authorized and encouraged to join with organized representatives of industry in the support of such mutually desired ends, consistent with IEEE policies.

7.15 Age Discrimination

The IEEE, consistent with the purposes articulated in Article I of the IEEE Constitution, is committed to the realization and maintenance of an employment environment in which engineers may have full and productive careers free of jeopardy from age discrimination practices.

Just as it is IEEE's policy to help and to encourage its members to develop professionally through their own initiative, so it is also IEEE policy to encourage the passage of appropriate legislation, the elimination of discriminatory practices among employers of engineers, the adoption by employers of programs designed to maintain the productivity of engineers in their employ, and to encourage employers to examine their practices to ensure that they are not age discriminatory.

In pursuit of this policy, the IEEE shall use its resources in such ways as are deemed appropriate, including, but not limited to, compiling a list of laws relevant to age discrimination which it would publish and/or furnish to engineers upon request.

SECTION 7 – PROFESSIONAL ACTIVITIES

PART B – IEEE -USA POLICIES

APPROVED BY IEEE BOARD OF DIRECTORS

In addition to the policies and procedures presented in Section 7, Part A, the following specific modifications and/or additions to those policies are approved for use within the United States.

7.100 Registration of U.S. Engineers

The IEEE, in furtherance of IEEE Policy 7.6 (Protection of the Public) and IEEE Policy 7.8 (Code of Ethics), as they apply to the United States, recognizes that licensure and registration contributed to the professions' efforts to protect the health, safety, and welfare of the public by ensuring that practitioners meet minimum recognized levels of education, experience, and competence. In support of this position, the IEEE:

- A. Aggressively represents the interests of IEEE members in the licensure and registration process;
- B. Actively participates in the development of sound engineering licensure and registration procedures on a continuing basis;
- C. Strives to promote the adoption of uniform engineering licensure and registration requirements among all states and territories;
- D. Participates in developing content and specifications for national examinations that are used to evaluate engineering competence; and
- E. Strongly encourages individuals to pursue engineering licensure and registration, not only as a means of meeting the legal requirements for protecting the health, welfare, and safety of the public, but also to ensure that they can be prepared to meet the needs of international, national, and state engineering practices.

7.200 Congressional Fellows Program

IEEE and its IEEE-USA Board recognize the value to the IEEE, the profession, the public at-large, and the Congress of the United States of providing timely technical assistance to the U.S. Legislature on matters relating to electrical and electronics engineering. One means of doing this is by the appointment of qualified practitioners to serve with various Congressmen or their committees in the capacity of Congressional Fellows.

It shall be the continuing policy of the IEEE-USA Board to select a minimum of two such Fellows each year, to arrange for suitable funding for the program including the Fellow's grant or stipend, to see that the Fellow(s) is properly orientated with respect to Congressional procedures and protocols and receives

necessary technical support, to assist him or her in securing a suitable assignment within the Congress, and to adequately publicize this program and its impact inside and outside the IEEE.

Fellows shall be selected based on technical competence, on ability to serve in a public environment and on evidence of service to the IEEE and the profession. Specifically excluded as selection criteria shall be age, sex, creed, race, ethnic background, and partisan political affiliations. However, the Fellow must be a U.S. citizen at the time of selection and must have been in the IEEE at Member grade or higher for at least four years. Additional criteria may be established by the selection committee.

7.300 IEEE-USA Publications

The area of IEEE-USA publications represents a broad spectrum of divergent social, economic, and legal issues. It is therefore in the best interests of the IEEE that procedures used for IEEE-USA publications incorporate the views of experts in the discipline involved as well as members of the IEEE to ensure both suitability and correctness of the material.

- A. It is IEEE-USA policy to encourage publication of booklets, monographs, conference proceedings, and so forth, which discuss non-technical, social, economic, and legal issues, subject to a suitable editorial process.
- B. The President – IEEE-USA shall appoint an IEEE-USA Editorial Review Committee for IEEE-USA publications to provide for appropriate review and approval.
- C. The IEEE must, out of necessity, assume that material presented at its meetings or submitted for its publication is properly available for general dissemination to the audiences that these activities are organized to serve. It is the responsibility of the authors, not the IEEE, to determine whether disclosure of their material requires the prior consent of other parties and, if so, to obtain it prior to submission to the IEEE.

SECTION 8 – STANDARDS ACTIVITIES

8.1 Objectives

The objectives of the IEEE's standards activities are

- To develop and publish broadly accepted standards and other standards-related documents that will advance the theory and practice of electrical engineering, electronics, computer science, radio, and allied branches of engineering or the related arts and sciences, and
- To work with other standardizing bodies, both national (of any country) and international, to take available needed standards in the field of electrotechnology.

The term "standards" as used in Section 8 encompasses recommended practices and guides as well as standards documents that delineate specific requirements.

8.2 Responsibility

The authority for the standardization activities of IEEE is assigned by the Board of Directors to the Standards Association.

8.3 Detailed Procedures

Detailed procedures and requirements for standards activities within the IEEE are set forth in the IEEE Standards Association operations manuals and the bylaws and operations manuals of its subsidiary boards and committees, which are available to participants and interested parties from the IEEE Standards Association.

SECTION 9 – ACTIVITIES OF IEEE ORGANIZATIONAL UNITS

9.1 Affiliation with Tax-Exempt Organizations

If a Section or Society desires to affiliate with an organization which is exempt from the United States Federal income tax as an organization described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 and which has tax-exempt purposes in common with IEEE, its chair or president should mail to IEEE Headquarters a copy of the determination letter or ruling from the Internal Revenue Service stating that the organization in question is exempt from tax under either of such sections and a copy of such organization's Certificate of Incorporation, Constitution and Bylaws. IEEE Headquarters will then advise the Section or Society whether it approves or disapproves the proposed affiliation. If the tax-exempt status of an affiliate organization is changed or terminated, or if the Certificate of Incorporation or Constitution of an affiliate organization is changed in any important way, the Chair of the Section or the Society President should immediately notify IEEE Headquarters and furnish as much detail as is available.

9.2 Association by Chapters with Other Organizations

Chapters of IEEE Societies are not permitted to affiliate with organizations outside the IEEE. They are permitted to participate informally in joint technical activities, under conditions approved by the responsible Section. If a formal affiliation with another organization appears advantageous in furthering the activities of a Chapter, it should be consummated by the responsible Section, Affiliation, Council, or Region, as provided in Statement 9.1 above.

9.3 Section/Chapter/Society Cooperation

The successful operation of the IEEE at the local level depends upon close cooperation and harmonious relations between the various organizational units involved: the Section, the Chapters, and the Societies. Each has responsibilities to serve the members and the others as follows:

A. Societies.

1. Seek to identify and satisfy the needs of the Chapter members and Sections. Formulate plans to meet these needs.
2. Provide a strong technical resource for Chapters (and Sections where there are no Chapters) having information requirements.
3. Provide educational programs (courses, speakers, etc.) for use by Chapters and Sections as required.
4. Help Sections where there are no Chapters to identify possible leaders.
5. Seek close communication with Chapters. Encourage Chapter Chair attendance at Administrative Committee meetings. Arrange for Administrative Committee members to visit Chapters.
6. Encourage Chapters to formulate goals and plans, to exert initiative, and innovate activities to reach their objectives.

B. Chapters.

1. Seek to identify and satisfy the needs of Chapter members, the Section and the Society. Formulate plans to meet these needs.
2. Encourage Chapter members to provide information to the Society through publications and meetings.
3. Provide personnel resources to the Society and to the Section as required. Past Chapter Chairs should be encouraged to accept Section offices and jobs and Administrative Committee offices and jobs upon request.
4. Provide technical programs for the Section upon request.
5. Coordinate Chapter meeting dates and times with the Section to minimize conflicts that are detrimental to the membership.

C. Sections.

1. Seek to identify and satisfy the needs of the members, Chapters and Societies. Formulate plans to meet these needs.
2. Identify leadership and encourage the formation of Chapters for Societies having 100 or more members in the Section.
3. Provide training for Chapter officers.
4. Provide publicity for Chapter meetings, including the Section Publication, if any.
5. Provide financial support for Chapter meetings, including reasonable speaker meal costs.
6. Support Chapters seeking to host major Society meetings.

**9.4 Employment of Staff or Engagement of Independent Contractors
to Support IEEE Organizational Units**

No IEEE organizational unit shall hire staff or engage an independent contractor without prior authorization of the IEEE Executive Director or his or her designee. Procedures for the hiring of staff, or the engagement of independent contractors, shall be maintained by the IEEE Human Resources Department. Requests to hire staff shall be sent to the IEEE Staff Director for Human Resources. Requests to engage an independent contractor shall be sent to the Manager, IEEE Procurement. The Manager, IEEE Procurement, shall determine whether the individual circumstances regarding the proposed engagement of an independent contractor meet all requirements of and qualify as independent contractor status. When it is determined that the request does not qualify as an independent contractor, the request shall be referred to the IEEE Staff Director for Human Resources. Approvals to hire staff or engage independent contractors may be given when (i) it is determined that such activity will result in improved administrative, programmatic or technical services, (ii) all applicable United States or foreign employment or other laws have been complied with, and (iii) all IEEE financial budgetary and procurement procedures (including those set forth in the IEEE Finance Operations Manual) have been complied with.

For purposes of this policy, “staff” shall mean employees hired by the IEEE on a full-time, part-time or temporary basis, and the term “independent contractors” shall mean individuals or entities who are otherwise engaged to perform services for a specific project or activity. IEEE Organizational Unit as defined in IEEE Bylaw I-107.1 includes Boards, Committees, Regions, Sections, Chapters, Societies, Technical Councils, Conferences, etc.

9.5 Separate Incorporation

Separate incorporation of IEEE organizational units is not normally permitted. On rare occasions, when historical events, local conditions or economic conditions rule out alternate solutions, such incorporation may be allowed, but only after the Board of Directors is satisfied that the name and integrity of the IEEE are adequately protected. Should it be necessary to form a legal entity, separate from the IEEE, the following conditions shall normally apply:

1. Formation of any separate legal entity shall be approved by the IEEE Board of Directors.
2. The IEEE Board of Directors shall appoint the members of the board of directors of the entity formed. At least one member of the board of directors shall currently be a member of the IEEE Board of Directors.
3. A dissolution clause shall be included in the organizational documents of the entity such that upon dissolution of the entity any remaining assets (or IEEE’s proportionate share if there are multiple stakeholders in the entity) shall be returned to IEEE.
4. Any subsidiary of IEEE should preferably be wholly-owned and subject to direction and control by IEEE and fully consolidated with IEEE finances. There shall be regular direct financial reporting to the IEEE Finance Committee.

9.6 Section Reserves

Good Section management strives to provide the best possible services to its members consistent with its resources. Sound financial management will consider not only funds available and anticipated, but also the uncertainties of planned income and expenditures. Section reserves should be adequate, but not excessive.

As part of its financial plan, each Section is expected to define the maximum reserves appropriate to its operation, current and planned. As a general guideline, a reserve greater than three times the annual rebate, after known commitments and unusual requirements are deducted, would be considered excessive. There will be special cases where this may not apply.

In special circumstances, such as being a good location for conferences, some Sections can provide outstanding services to their members and, in the process, generate surplus funds. In keeping with the policy of avoiding accumulation of disproportionately large reserves, systematic steps should be taken to step up the level of activity so as to best serve the interests and needs of the Section membership. This can be done through additional meetings, conferences, educational programs, publications, etc., or by putting these funds to work elsewhere in the IEEE, through MGAB, TAB, EAB, or other Sections, Chapters or Branches within the Region.

The Regional Directors will continually review the implementation of this policy and investigate and recommend appropriate action in cases where reserves appear excessive.

9.7 Participation in IEEE Activities

It is the responsibility of Officers and Directors of the IEEE:

1. To attend regularly IEEE Region, Section and Society meetings, as well as Technical Conferences; to represent the Board of Directors at these meetings; to address these meetings on behalf of the Board of Directors; to assure the attending members that these meetings have the support of the Board of Directors; and to seek their comments and advice pertaining to the activities of the IEEE.
2. To participate in social events (luncheons, dinners, and other social get-togethers) with IEEE Region, Section, Society and Technical Conference leaders and members and to utilize such social events and contacts to cement the relationships between the IEEE, on the one hand, and the leadership and members of its major groupings, on the other.

To further the purposes and aims of the IEEE, the members should encourage their spouses to participate where possible in IEEE activities associated with Board of Directors, Region, Section and Society meetings and Technical Conferences without reimbursement from the IEEE. To help establish a close, cooperative relationship between members of the IEEE, and to make membership in the IEEE a family concern, members' spouses are encouraged to join and actively participate in the social events of the IEEE. Members' spouses should be encouraged to attend discussion groups at the Region, Section and Society meetings, to become more fully aware of the IEEE's functions.

9.8 IEEE Diversity Statement

IEEE's mission to foster technological innovation and excellence to benefit humanity requires the talents and perspectives of people with different personal, cultural, and disciplinary backgrounds. IEEE is committed to advancing diversity in the technical profession, and to promoting an inclusive and equitable culture in its activities and programs that welcomes, engages, and rewards those who contribute to the field without regard to race, religion, gender, disability, age, national origin, sexual orientation, gender identity, or gender expression.

9.9 Conflict of Interest

Members, volunteers, and staff must act at all times in the best interests of IEEE when engaging in activities related to or on behalf of IEEE. Conflicts of interest, whether actual, perceived, or potential, must be avoided.

A. Definitions.

1. A conflict of interest is defined as any situation, transaction, or relationship in which a member's, volunteer's, or staff person's decisions, actions, or votes could materially affect that individual's professional, personal, financial, or business concerns.
2. A potential conflict of interest arises from a situation where an individual might have a conflict of interest based on his or her responsibility to IEEE.
3. A perceived conflict of interest arises where a third party might reasonably conclude that an individual's private interests could improperly influence the performance of his or her responsibility to IEEE <http://www.ieee.org/about/corporate/compliance/index.html>.

- B. Responsibility. When conducting IEEE business or engaging in activities related to IEEE, members, volunteers and staff must be cognizant of any actual, perceived, or potential conflict of interest, especially those involving improper personal or financial gain. Consistent with the process outlined in §715 of the New York Not-for-Profit Corporation Law, it is the responsibility of all IEEE members and volunteers in any elected, appointed, or other decision-making position of an IEEE activity to consider each item of business where they have a vote or decision-making authority to determine if an actual, perceived, or potential conflict of interest may exist.

Any member or volunteer with a conflict of interest shall recuse himself or herself per Bylaw I-300.2 and shall not improperly influence the deliberations or vote on the matter giving rise to such conflict. For purposes of this Policy, improperly influence means coercing, manipulating, misleading, or fraudulently influencing the decision or deliberation when the person knows or should have known that the action, if successful, could result in the outcome which the person could not deliberate or vote on directly. Any such recognized conflict shall be disclosed in writing immediately to the IEEE Internal Audit Department and the person in charge of the activity (or the next higher authority if the member is in charge). The Internal Audit Department shall make an initial determination on whether an actual, perceived, or potential conflict of interest exists and provide a recommendation to the member or volunteer and the Audit Committee, or any subcommittee formed by the Audit Committee to perform its responsibilities under this section, on the proper course of action to take. The member or volunteer may request that the Audit Committee review Internal Audit's recommendation. The Audit Committee may also review the Internal Audit Department's recommendation on its own initiative. The results of the Audit Committee's review under either circumstance shall be final. A recommendation adopted from the Internal Audit Department or the final decision issued by the Audit Committee shall be entered into the Audit Committee's official record and the activity's record. In the event that a volunteer becomes aware of an actual, perceived, or potential conflict of interest for which there is insufficient time for Internal Audit to review regarding his or her confirmed involvement in advance, he or she shall still inform Internal Audit and recuse himself or herself.

- C. Conflict of Interest Disclosure Statement. In addition to the responsibilities to disclose discussed in Section 9.9.B above, IEEE members, non-members or volunteers in an elected or appointed position and volunteers, editors and others involved in making procurement decisions or other activities that could represent a potential conflict of interest as determined by the IEEE Audit Committee shall comply with the Principles of Business Conduct and Conflict of Interest Policy. Compliance shall include the annual submission of a completed Conflict of Interest Disclosure Statement to the Director, IEEE Internal Audit, at the Operations Center. A Conflict of Interest Disclosure Statement must be filed within 30 calendar days of acceptance of an appointment, placement as a candidate on a slate, or upon request of the IEEE Audit Committee. The IEEE staff shall notify every individual requested to file a Conflict of Interest Disclosure Form of the applicable deadline. Failure to submit a form shall result in automatic removal from service on the committee, board or election slate, as the case may be. It shall be the responsibility of the Board or Committee Chair or, in the case of nominations, the Chair of the appropriate nominations committee to inform such individuals that they have been removed from service or an election slate, as the case may be, for failure to complete the form and to notify the IEEE Audit Committee of such action. The IEEE Audit Committee shall notify the IEEE Board of Directors of all individuals removed from service or an election slate, as the case may be, at the next regularly scheduled Board meeting.

Staff who have authority to make or incur financial expenditures or who have other responsibilities that could represent a potential conflict of interest as determined by the Audit Committee shall

submit a Conflict of Interest Disclosure Statement by 1 February of each year. Any employee with a conflict of interest shall recuse himself or herself per Bylaw I-300.2 and shall not improperly influence any consideration of or decisions on the matter giving rise to such conflict. For purposes of this Policy, improperly influence means coercing, manipulating, misleading, or fraudulently influencing the decision or deliberation when the person knows or should have known that the action, if successful, could result in the outcome which the person could not consider or decide directly.

- D. IEEE Standards Development Participants. Notwithstanding item B, IEEE standards development participants satisfy the responsibility for conflict of interest disclosure by adhering to the disclosure of affiliation policy and procedures which shall be specified in the IEEE SA Standards Board Bylaws and the IEEE SA Standards Board Operations Manual, and by completing the IEEE Conflict of Interest Disclosure Statement when required to do so.
- E. Staff shall comply with the Principles of Business Conduct and Conflict of Interest Policy. Conflicts of interest identified under these Policies shall be addressed under the supervision of the IEEE Executive Director.
- F. Gifts. Employees and volunteers of IEEE are not permitted to receive gifts, favors, services, payments, privileges or special treatment of any kind or nature whatsoever from any individual, enterprise or organization that conducts or seeks to conduct business with the IEEE unless:
 - They are consistent with good business practices; and
 - They are of a nature that could not be construed as a business inducement; and

The retail value of the gift does not exceed USD 100.

There may be occasions when it is appropriate for IEEE to provide an IEEE volunteer with a gift to recognize their contribution to an IEEE event or activity. Such gifts from IEEE should not exceed USD 100 (or the local equivalent) and the total value of all gifts to an IEEE volunteer in any calendar year should not exceed USD 500 (or the local equivalent).

IEEE branded items (e.g., certificates of appreciation, keepsakes items, plaques) under USD 100 shall not be considered gifts for purposes of this policy.

For further guidance on the IEEE Gift Policy, contact compliance@ieee.org.

- G. Violations. Notwithstanding any language in this policy to the contrary, the Audit Committee may refer, through the Chair, or his or her designee, any violation of this Policy by a member of which it becomes aware to the Ethics and Member Conduct Committee or the Board of Directors for further action.

9.10 Whistleblower and Non-Retaliation Policy

It is the policy of IEEE not to take any retaliatory action against any director, officer, manager, employee, member (in any capacity), or non-member participating in an IEEE activity, for raising a good faith compliance or ethics concern, for making a good faith report of a possible violation of IEEE Policies or the IEEE Code of Conduct, or assisting or cooperating in an investigation of a possible violation of IEEE Policies or the IEEE Code of Conduct. Any director or officer of IEEE and any staff manager or employee

who engages in any such retaliatory action can be punished by penalties up to and including expulsion from IEEE membership for a volunteer and termination of employment for any IEEE staff member.

All managers and employees of IEEE have the responsibility to promptly report violations, or concerns regarding potential violations, of IEEE Policies or the IEEE Code of Conduct. Volunteers are encouraged to report such violations. Anonymous reports can be made at www.ieee-ethics-reporting.org. Reports of retaliation should be made immediately to the IEEE Legal and Compliance Department.

9.11 Parliamentary Rules and Procedures

At meetings of the Board of Directors, and all Committees of IEEE as defined in the IEEE Bylaws, unless specified otherwise by the Constitution, Bylaws or Policies, or unless otherwise agreed upon by the respective members thereof, the rules of procedure shall be *Robert's Rules of Order (latest revision)*.

At open sessions of meetings of the IEEE Board of Directors, the affirmative vote of at least twenty percent of those present shall suffice to order the taking of a vote by roll call on a topic other than nominations, individual personnel matters, or awards.

At meetings of the Board of Directors, all motions and amendments shall be displayed in their final form, either electronically or other written form, for all members present at the meeting to see before a final vote is taken. The final phrasing shall be retained at least until the minutes including the action have been approved. For telephonic meetings, the chair of the meeting shall state the final wording of a motion prior to voting.

9.12 Administrative Procedures for Regional and Technical Activities

A. Agenda and Minutes of Meetings. The successful achievement of IEEE objectives will be advanced by establishing certain administrative guides to be implemented by IEEE's members and subdivisions. In this regard, issuing agenda and maintaining and reviewing minutes of IEEE meetings will help to ensure that, consistent with IEEE's decentralized structure, lines of communication among members are maintained, topics for discussion are clearly defined, and sufficient written records are preserved for future reference and needs.

1. It is the policy of IEEE that, whenever practicable, an agenda listing the topics for discussion shall be sent to the members at a reasonable time prior to each meeting (other than formal conferences, symposia or conventions) of an IEEE Board, Committee, Panel or other working assembly of a Region, Society, or other IEEE organizational unit, or of a joint intersociety unit in which IEEE formally participates, or, in any event, shall be distributed at any such meeting by the Secretary of the particular body or by a designated member of the particular body.
2. At each meeting (other than formal conferences, symposia or conventions) of an IEEE Board, Committee, Panel or other working assembly of a Region, Society or other IEEE organizational unit, or of a joint intersociety unit in which IEEE formally participates, minutes of the meeting shall be maintained by the Secretary of the particular body or by a designated member of the particular body. Minutes shall record concisely attendance at the meeting, the substance of all discussions and any actions taken, but need not be in the nature of a verbatim transcript. Maintenance of record copies of the minutes and distribution and review of these minutes shall be carried out by each IEEE organizational unit pursuant to such rules and procedures as are adopted by each body.

- B. Organization of Technical Working Groups and Committees. To achieve the technical objectives of IEEE demands that diverse resources be employed toward the resolution of technical issues. It is the belief of IEEE that the IEEE's technical goals can be furthered most productively through the intelligent utilization of the talents and experience of various individual members serving in their separate, individual expert capacities on appropriate IEEE Committees or working assemblies in IEEE Societies. No member should construe his position to be that of a representative of his employer.
1. Therefore, it is the policy of IEEE that the membership of each Committee, Subcommittee or working assembly of an IEEE Society shall reflect various factors deemed appropriate by such IEEE organizational units (e.g., geographical balance, special expertise, etc.) and shall include a reasonable proportion of persons (one or more) employed by supplier, user and/or other involved organizations in each industry that, in the judgment of each Society, will be affected by or concerned with any subject, except solely administrative or managerial matters, within the stated scope of, or properly to be considered at any meeting of, such Committee, Subcommittee, or working assembly, consistent with its size.
 2. No meeting of any of the above Committees, Subcommittees, or working assemblies shall convene where the interests associated with the persons in attendance are solely those of either supplier or user organizations.

9.13 Availability of Minutes and Archives of IEEE Board of Directors

- A. Any member in good standing who has been a member in good standing for at least the prior six months, may examine at IEEE's New York Headquarters the minutes of any individual Board of Directors meeting which have been approved by the Board, or may be furnished such minutes by mail, at a fee to be determined by the IEEE Executive Director, provided the request is in writing, and assures that the minutes will be used in compliance with the provisions of New York State Not-For-Profit Corporation Law.

B. Archives of Meetings.

1. The archives of the Board of Directors shall be made available on an IEEE website to the IEEE Directors. The archives shall include agenda books, minutes, presentations, and written reports.

The archives, with the exception of executive session minutes and related information, shall be made available, subject to execution of an appropriate confidentiality agreement, to Directors-Elect, President-Elect candidates and members of the senior management staff designated by the IEEE Executive Director. The Board of Directors shall be provided with the names of the staff who shall have such access for the ensuing year, by its first regularly scheduled meeting each year. The IEEE President shall authorize access to successful petition President-Elect candidates, after certification of their candidacy.

2. The electronic versions of the archives shall be formatted and maintained in a manner that will allow users the ability to search the archives.

9.14 Use of the Word "Engineering"

The IEEE interprets the use of the word "engineering" to mean practice of engineering by qualified individuals and recommends that the use of the word in areas of paraprofessional performance be avoided.

9.15 IEEE Quality Policy

Member and customer satisfaction is an important goal of the IEEE. It is therefore our policy to:

- Consistently provide products and services that meet the requirements of our members and customers;
- Pro-actively pursue quality improvements through programs that enable all employees and volunteers to do their jobs right the first time.

9.16 Board of Directors Meetings

As stated in the IEEE Bylaws, the following criteria shall be used in selecting the meeting dates and locations for the IEEE Board of Directors.

A. Meeting Dates and Locations.

1. Meeting venues for the Board of Directors shall be recommended by staff and shall have the concurrence of the Board of Directors based on the following criteria:
 - a) date and location selection shall be made with consideration for special IEEE events, opportunity for local interaction, and to reflect the global nature of the organization; and
 - b) location selection shall be based on accessibility, cost, and availability of appropriate meeting space.
2. Approval of dates for Board of Directors meetings shall be made by the Board at least four years prior to the meeting. Final site selection shall be announced as soon as contracted.
3. A proposed change to meeting dates or locations, shall be accompanied by the expected financial impact of such change including, but not limited to, existing contractual obligations, pre-arranged travel, and projected expense of the new dates and location.
4. IEEE organizational units wishing to meet in conjunction with the Board of Directors shall submit their requests, in writing, at the time of approval of the meeting dates and prior to location contracting. Penalties arising from change/cancellation of meetings by any organizational unit shall be levied against that organizational unit.

B. Information from Meetings.

The detailed record of items considered at meetings of the Board of Directors shall be made available to the Board of Directors within a reasonable timeframe, normally 14 business days after the meeting, on the Board of Directors website. Executive Session items inappropriate for website posting, as determined by the IEEE President, shall be provided by alternate means in the same

timeframe. The record shall include the Agenda, meeting presentations, and any modifications to the Agenda.

9.17 Metric Policy

All IEEE Organizational Units shall:

- A. Actively support the use of the International System of Units (Le Systeme International d'Units, or SI), the modernized metric system.
- B. Follow SI-based metric practice as detailed in IEEE/ASTM SI 10, Standard for Use of the International System of Units (SI): The Modern Metric System, to express measured and calculated values of quantity in all IEEE publications, including standards.
- C. Promote the understanding and use of SI in education at all levels, both within the profession and in society at large.

Necessary exceptions to this policy, such as where a conflicting world industry practice exists, must be evaluated on an individual basis and approved by the responsible Major Board of the IEEE for a specific period of time. The cognizant Board responsible for the publication or activity will be responsible for monitoring compliance.

9.18 Environment, Health and Safety

The IEEE is committed to integrating environmental objectives and considerations into all electrical and electronics engineering activities, worldwide. The IEEE supports technology policies and programs around the world that will help to achieve environmentally sustainable economies.

The IEEE's commitment is demonstrated through the following activities:

1. Promote the development and dissemination of environmentally responsible technologies.
2. Educate members and others on design and manufacturing principles that promote environmentally enhanced products and processes.
3. Establish and participate in multi-disciplinary partnerships to broaden the reach of our policy and efforts in this area.
4. Promote the awareness of and responsible actions towards the environment, health and safety among members and staff in all of the IEEE's endeavors by committing:
 - a) To provide a safe and healthful workplace.
 - b) To conserve natural resources and reduce the generation of waste.
 - c) To strive to recycle or reuse materials and to purchase recycled materials.
 - d) To use energy in a responsible manner, by practicing conservation and by using energy efficient equipment.

9.19 IEEE Electronic Mail Policies

The Board of Directors shall adopt an electronic mail policy governing the terms and conditions by which members may utilize IEEE provided email services. In consultation with the President, the IEEE Executive Director or his/her designee, who shall normally be the Chief Information Officer, shall be responsible for maintaining IEEE electronic mail policies. Proposed changes will be forwarded to the Board of Directors by electronic means and adopted if no member of the Board objects thirty calendar days after such circulation. In the case of an objection the proposed changes will be reviewed at the next Board of Directors meeting.

9.20 Standard Telephone Formats

The following are the correct formats to be used when listing telephone numbers in all IEEE publications and correspondence:

+CC NDC SN

Where:

- CC is the country code (1 to 3 digits)
- NDC is the national destination (area, city, etc.) code (0 to 3 digits)
- SN is the subscriber number (up to 10 digits but typically 6 to 8 digits)

Grouping of digits within a number shall be accomplished with spaces rather than dots or hyphens.

Examples:

Aveiro (Portugal): +351 234 234321

Hong Kong (SAR, China): +852 9 988 1234

New York (USA): +1 213 765 4321

Paris (France): +33 1 44 331234

Rio de Janeiro (Brasil): +55 21 98765432

The phone number is preceded by a "+". The "+" represents the international access code needed to access the international trunk line which is different for each country, for example in the United States it is "011" and in Belgium it is "00". No other punctuation should be used.

9.21 Standard Date Formats

The standard date formats should be used as follows on all IEEE related activities:

- e-mail: DD MMM YYYY (e.g., 10 Jun 2020)
- formal correspondence, etc.: DD Month YYYY (e.g., 10 June 2020)

- computer applications: YYYY-MM-DD (e.g., 2020-06-10), another choice is the "short form," which appears as: YY-MM-DD or 20-06-10. However, the long form should be used whenever possible as it sorts better than the short form.

9.22 Major Board Operations Manuals

As required by the IEEE Bylaws, the Major Board Operations Manuals shall contain, at a minimum, the following:

- a) Mission of the organizational unit.
- b) Identification of the officers and specification of the nomination and appointments process for election of officers not contained in the Bylaws.
- c) A petition process for addition of other officer candidates shall require the number of signatures as specified in the IEEE Bylaws.
- d) The structure and organization of the committees, leadership and their responsibilities.
- e) How business is to be conducted between meetings.
- f) How key vacancies are to be filled.
- g) Procedures for approval and amendment. The amendment process should require, at a minimum, a majority vote of the governing body of the organizational unit, with advance notice thereof.
- h) A process for the generation of a plan that responds to the goals and objectives of the IEEE strategic plan that is related to the mission of that organizational unit.
- i) Financial processes within the organizational unit.
- j) Policies and procedures that elucidate the principles of the Major Board operations.

9.23 Use of E-Mail by the IEEE Board of Directors

To allow for the free exchange of information and ideas between meetings of the IEEE Board of Directors, an alias e-mail list containing the addresses of current Directors, and select staff, is maintained for use by members of the Board.

The following guidelines shall be followed by Directors, and those additional people who may be invited by the Board of Directors to participate in discussions, to ensure that correspondence is protected and kept private:

1. E-mail messages to the Board of Directors shall be addressed to the Board of Directors alias alone and shall not be copied (i.e., cc'ed or bcc'ed, or forwarded) to others, without the prior approval of the members of the Board.
2. E-mail messages addressed to the Board of Directors alias shall not contain defamatory statements, nor shall they contain discussions of potential or actual legal claims, employment personnel matters or alleged violations of the IEEE Code of Ethics or IEEE Policies.

3. The Board may determine that certain business critical issues shall only be discussed at in-person meetings.

9.24 Guidelines for the Hiring, Terms of Employment and Compensation of the IEEE Executive Director

This Policy establishes guidelines for the following activities concerning the IEEE Executive Director: (1) IEEE Executive Director recruiting; (2) changing terms of employment of the IEEE Executive Director with IEEE; (3) establishing the IEEE Executive Director performance goals; (4) periodic evaluation of the IEEE Executive Director performance; and (5) modifications of the IEEE Executive Director's compensation package.

These guidelines are subject to IEEE Bylaw I-306 - IEEE Executive Director and Other Staff. Due to their personal nature discussions and reporting activities specified in these guidelines shall be performed in executive sessions, at the discretion of the Board of Directors.

A. IEEE Executive Director Recruiting

The Board of Directors shall have the responsibility to recruit a new IEEE Executive Director.

1. The responsibilities of the IEEE Executive Director are described in IEEE Bylaw I-306. The Board of Directors shall develop a job description for the IEEE Executive Director position on the basis of Bylaw I-306.
2. The Board of Directors shall determine a range for the total compensation package of the IEEE Executive Director. This range (and subsequent changes in this range) shall be approved before offers are made to candidates for the position. Whenever practicable, the Board shall approve the total compensation package range before interviews with candidates are conducted. The Board of Directors shall take such steps as may be necessary or appropriate to assure compliance with the intermediate sanctions rules under the Internal Revenue Code.
3. External consultants and search firms may be used in the process of recruiting and recommending a range of compensation for the IEEE Executive Director.
4. The Board of Directors shall create a Search Committee. At least two-fifths of the Search Committee voting membership shall consist of members of the Board of Directors.
5. The Search Committee shall request suggestions for suitable candidates by the Board of Directors.
6. The Search Committee shall present its selected candidate for approval by the Board of Directors.

B. Changing the IEEE Executive Director's Terms of Employment with IEEE

Changes in the IEEE Executive Director's terms of employment with IEEE are defined as offering or renegotiating a contract between IEEE and the IEEE Executive Director; making material changes in the IEEE Executive Director's responsibilities; restructuring the IEEE Executive Director's compensation package resulting in material changes; and other material changes in the IEEE Executive Director's employment terms, conditions and/or remuneration.

Incremental annual changes in the IEEE Executive Director's compensation package and changes in benefit plans applicable to all senior staff of IEEE are not considered changes in the IEEE Executive Director's terms of employment with IEEE.

The Board of Directors shall propose and negotiate changes in the IEEE Executive Director's terms of employment with IEEE.

1. Proposals for material changes in the terms of employment of the IEEE Executive Director shall require Board of Directors approval.
2. The IEEE Executive Performance and Compensation Committee shall coordinate and present any such proposals for material changes in the terms of employment of the IEEE Executive Director for the Board's consideration, after consultation with IEEE's HR compensation consultants.
3. Proposals for such changes shall be distributed to the Board of Directors at least 30 calendar days prior to the meeting at which it shall be considered.

C. Establishing IEEE Executive Director Annual Performance Goals

The Board of Directors shall review and approve the performance goals of the IEEE Executive Director for the following year at its last regularly scheduled meeting of the calendar year. The IEEE Executive Performance and Compensation Committee shall work with the Executive Director to coordinate the presentation of the performance goals to be considered by the Board. The schedule of activities related to the prioritized goal setting process and performance evaluation of the Executive Director for the following year shall accompany the presentation.

D. IEEE Executive Director Performance Evaluation

An annual review of the IEEE Executive Director shall be conducted in person by the IEEE Executive Performance and Compensation Committee. The Committee shall collect input from the Board of Directors, IEEE volunteers and staff, and experts, customers, and others as it deems necessary or appropriate. Prior to the review the Committee shall ask the IEEE Executive Director to submit a self-evaluation. Results of the review, including remarks by the IEEE Executive Director, shall be presented in summary form to the Board of Directors at its first regularly scheduled meeting of the year.

E. Annual Modifications of the IEEE Executive Director's Compensation Package

The IEEE Executive Performance and Compensation Committee, working in consultation with IEEE's HR compensation consultants, shall propose modifications to the IEEE Executive Director's compensation package including salary adjustments, bonuses and benefits. In making this determination, the Committee shall consider the annual review of the Executive Director; the overall performance of the IEEE; and other pertinent factors, including Section 4958 of the Internal Revenue Code. The Committee's proposal shall be presented to the IEEE Board of Directors for its review and approval.

9.25 Information Disclosure Policy

1. As an educational, scientific and charitable organization dedicated to the benefit of the public, IEEE recognizes and endorses the fundamental importance of transparency and accountability in all its activities. Accordingly, it is IEEE's policy to be open about its activities and to welcome and seek out opportunities to explain its work to the widest possible audience.
2. Notwithstanding the dedication to the fundamental importance of transparency IEEE also recognizes that some aspects of its operations need to be kept confidential. Thus certain types of information are protected when unrestricted availability would be detrimental to its operation and/or membership. Such information includes verbal or non-verbal communication or information recorded on paper or electronically recorded.
3. When information is recorded in a document embodied in a medium that can be stored, read and or transmitted, such media including but not limited to paper or electronic media, IEEE has defined two levels of classification for documents that should be restricted to the IEEE community. These classifications include:
 - Proprietary. The classification Proprietary shall be applied to documents available to members of IEEE and IEEE staff.
 - Confidential. The classification Confidential shall be applied to documents whose distribution to authorized volunteer leaders* and IEEE staff on a need-to-know basis. Within this classification any documents that are to be limited to stricter controls on distribution, shall be classified as "Confidential – Controlled Distribution".
 - The treatment of information that is subject to attorney-client privilege is governed by statutory and judicial pronouncements and, therefore, not addressed, regulated or administered by this policy.

Details and procedures related to the identification of documents that should be classified, proper classification, sharing, distribution, storage and disposal of IEEE documents that carry these classifications, shall be maintained in the IEEE Guide to Information Classification and Disclosure. The Guide shall also include but not be limited to providing guidance on the appropriate expiration of such classifications, disposal of documents, the identification of authorized volunteer leader positions, the handling of reclassification when appropriate and minutes of executive sessions. Also see 12.8 IEEE Records Management Policy Statement.

The Guide shall be maintained by the IEEE Governance Committee who shall 1) report appropriate amendments to the Guide to the IEEE Board of Directors, and 2) report any issues with compliance to this policy and the procedures contained in the Guide at least annually.

This policy and the supporting guide shall apply to all IEEE Organizational Units, the creation of OU specific policies or classifications, beyond those described here or in the Guide, is not permitted. The Guide shall be made accessible on the IEEE Website at <http://www.ieee.org/about/corporate/governance/index.html>

*For purposes of this Policy, the term "authorized volunteer leader(s) or AVLs" refers to individuals holding specific volunteer positions within IEEE who shall complete an online training course

acknowledging an understanding of the appropriate handling of IEEE information. A list of positions that are considered AVLs, and guidance on determining additional AVLs, shall be specified in the IEEE Guide to Information Classification and Disclosure.

9.26 Civility Policy

All IEEE staff, members (in any capacity), and non-members participating in IEEE activities shall treat each other and IEEE event participants with respect, consideration, and civility. Particular responsibilities apply to events involving children as outlined in the IEEE Guidelines for Working with Children (<https://www.ieee.org/about/volunteers/risk-insurance/ieee-activities-with-children.html>).

Intimidating, demeaning, threatening, vulgar or violent behaviors, as well as destructive rumors or gossip depart from the standard for civility and respect. These negative behaviors have no place in the IEEE community. Employees who violate this policy are subject to disciplinary action, up to and including termination of employment. Members who are found to violate this policy are subject to review and sanction by IEEE up to and including expulsion from the membership rolls of IEEE. Members or non-members who are found to violate this policy will be relieved of their activities associated with IEEE.

9.27 IEEE Policy Against Discrimination and Harassment

IEEE, consistent with the purposes articulated in Article I of the IEEE Constitution, is committed to the realization and maintenance of an environment in which members may have full and productive careers free from Discrimination or Harassment. IEEE is committed to the principle that all persons shall have equal access to programs, facilities, services, and employment without regard to personal characteristics not related to ability, performance, or qualifications as determined by IEEE policy and/or applicable laws. IEEE prohibits Discrimination, Harassment and Bullying against any person for any reason, for example, because of age, ancestry, color, disability or handicap, national origin, race, religion, gender, sexual or affectional orientation, gender identity, appearance, matriculation, political affiliation, marital status, veteran status or any other characteristic protected by law. IEEE employees, members (in any capacity), and non-members, whenever and wherever those individuals are conducting IEEE business or participating in IEEE events or activities, shall maintain an environment free of Discrimination, including Harassment, Bullying, and Retaliation.

Mediation and Enforcement:

The IEEE Human Resources Department shall have the primary responsibility for oversight of this policy including investigating complaints of Discrimination, Harassment, Bullying, and Retaliation with respect to employees. Any person who believes that he or she has been the victim of illegal Discrimination or Harassment may seek redress through an appropriate Organizational Unit dispute resolution mechanism or may contact www.ieee-ethics-reporting.org. The Ethics and Member Conduct Committee shall have final responsibility for oversight of Policy 9.26 and this Policy 9.27 with respect to IEEE members and non-members participating in IEEE activities. Matters deemed to be of a serious nature shall be referred to the Legal and Compliance Department for handling. The goal in every such case shall be to reach a determination on the merits of allegations, if possible. In most cases, this will require an investigation into the facts.

Such an investigation may be conducted by IEEE staff, legal counsel, volunteers, private investigators or other individuals deemed qualified to do so. If the evidence shows that there has been Discrimination, Harassment, Bullying, and/or Retaliation, IEEE shall seek to ensure the Discrimination, Harassment,

Bullying or Retaliation immediately stops and does not recur. The complainant shall be informed generally of the conclusions reached regarding the allegations.

Disciplinary sanctions for violation of policy, up to and including termination of employment or expulsion from membership in IEEE, as applicable, will be imposed in accordance with applicable IEEE policies. The IEEE President shall be informed of all allegations involving IEEE members (in any capacity), non-members participating in IEEE activities, or any management level employees. If the complaint is against the IEEE President then the IEEE Board of Directors shall be informed.

In accordance with IEEE Policy 9.10, the Whistleblower and Non-Retaliation Policy, IEEE prohibits retaliation for raising in good faith an issue of potential Discrimination, Harassment, Bullying, and/or Retaliation, and discourages any behavior that might be perceived as retaliatory in nature. Retaliation shall constitute a separate violation and may result in a sanction independent of the outcome of a complaint.

9.28 IEEE Social Media Policy

- A. IEEE recognizes the impact of social media and its potential in areas such as marketing, public relations, communication, collaboration, data sharing, discovery, content development and publishing. IEEE encourages organizational units, members, volunteers, and employees to engage in social media when appropriate and to use them to further the scientific and educational objectives of IEEE.

For the purposes of this policy, “social media” are defined as any forms of electronic communications, such as websites, portals, or mobile applications, that enable individuals to post and share content publicly and/or to a select group of individuals in virtual communities and networks, and that allow individuals to view, respond to and share this content further. These social media include digital and mobile-based applications that allow for music, image, audio, and video sharing; blogging and microblogging; review and opinion sharing; location-based, event-based, and occupation-based networks; information and news aggregation; presentation sharing; advocacy and fundraising; creation of virtual worlds; and all-purpose wide-appeal networks geared toward general audiences.

- B. IEEE seeks to publish and disseminate the most current and relevant scientific research on social media, to use state-of-the-art knowledge about social media in developing IEEE's tools, products, and services, to foster information sharing through IEEE social media sites/activities, and to promote the activities and goals of IEEE and its members.
- C. Specific information related to social media that are operated on behalf of, or associated with, IEEE are set out in the “IEEE Social Media Operations and Best Practices Guide” that is accessible on the IEEE website at www.ieee.org/go/socialmediaguide. The information set forth in this Guide includes:
- maintaining a registry of IEEE social media sites;
 - the appropriate use of disclaimers;
 - best practices as they relate to the administration of sites and the posting of information;
 - procedures for obtaining guidance on, or reporting possible violations of this policy;
 - procedures to ensure that the guidance provided in the Guide is pertinent and updated; and
 - IEEE Social Media Page Terms & Conditions.

The Guide will be approved by the IEEE Executive Director with the concurrence of the IEEE President, after consultation with the Chairs of the six Major IEEE Boards. The IEEE Executive Director will designate the appropriate staff group to oversee compliance with this Social Media Policy and the Guide.

9.29 Computer Policy

Much of IEEE's intellectual property and confidential and valuable information is maintained as data on the IEEE computer network. For that reason it is important to protect the integrity of all of the data on IEEE's computers.

Everyone is responsible for ensuring adequate security for IEEE computers and data, whether at the office, at home or while traveling. In particular, users of IEEE computers containing sensitive IEEE data (e.g., financial data or personally identifiable information pertaining to employees or members) must ensure that the equipment and data is properly secure.

Any data stored locally on IEEE computers are not backed-up. Employees are responsible for storing any relevant IEEE data to predefined network locations to ensure that the data is appropriately backed-up. When network access is not available, employees must ensure that any relevant IEEE data is copied into the appropriate network locations once network access is available. If relevant IEEE data is temporarily stored on the local drive of the IEEE computer, employees must consider the use of a temporary backup device, such as a USB drive, to safe keep a copy of the data until network access is available. Similarly, volunteers must take steps to secure and backup any relevant IEEE data consistent with the advice and guidelines of their Organization Units.

Everyone is responsible for protecting the availability, confidentiality and the integrity of the data stored in IEEE computers. Password protection is a mechanism used to prevent the unauthorized access to the organization's computer and data. As a result, everyone is responsible for protecting the confidentiality of passwords and ensuring that individual passwords are not used or shared with others. Disclosure of a password, using another person's password, or attempting to determine or bypass another's password can result in disciplinary action, including termination of employment or membership. Employees and volunteers are only authorized to access IEEE computers and data for approved business purposes. Occasional personal use of IEEE computers is allowed as long as such use does not interfere with the employee's work responsibilities, other required business activities, business operations, or the performance of the computer network used. However, such occasional personal use does not create any expectation of privacy as to any of the personal communications of any employee and, as such, will become part of IEEE's business records. IEEE is not responsible for any personal data lost as a result of occasional personal use of any IEEE computer.

Under no circumstances are employees or volunteers authorized to access IEEE computers or the IEEE computer network:

- For personal gain or any illegal or unethical use or for the transmission or intentional reception of obscene, scandalous, offensive or otherwise inappropriate materials
- Sending IEEE data to a third party other than furthering the business objectives of IEEE
- Emailing IEEE Confidential Information to an employee's or volunteer's personal email address

- Downloading IEEE Confidential Information or other IEEE data to removable media such as a disk or thumb drive other than for furthering the business objectives of IEEE

IEEE has the right at any time to access, retrieve, delete, monitor, examine, use and/or disclose the communications of IEEE's employees through IEEE computers and the IEEE computer network and information from (or about) employees and the content, without notice to the employee, and that such communications are considered part of IEEE's business records and are not to be considered private or personal to employees. Similarly, any IEEE volunteer who accesses and uses IEEE computers, the IEEE computer network, or IEEE computer communications services is subject to this same policy.

IEEE also has the right to retrieve or delete any data belonging to IEEE stored on any personal computer devices belonging to any IEEE employee. Such personal computer devices include smart phones, tablet computers, or any device, media or location capable of storing electronic data.

9.30 Volunteer/Staff Roles

The IEEE relies on the work of its members, volunteers, and staff cooperating and working together to move the organization and its activities forward. There may be situations in which individuals desire to change their role within IEEE, such as a volunteer considering a move to a staff position, or a staff member taking on a volunteer role to serve on a board or committee in such capacity.

To avoid the potential for undue influence or conflict of interest, as defined in IEEE Policies, Section 9.9 – Conflict of Interest, in the situations described below, the following restrictions with respect to a change in role for certain volunteers and staff holding leadership positions within the IEEE shall apply:

- Individuals currently serving on the IEEE Board of Directors, the Major Boards and Committees of IEEE as defined in the IEEE Bylaws, the boards or administrative committees of the IEEE Societies and Technical Councils, and the IEEE Region Committees are not eligible to apply for a paid position as an IEEE employee during the period for which he/she is serving on such board or committee.
- Members of the IEEE staff holding executive leadership positions including those individuals who report directly to the IEEE Executive Director, or who are serving as the Executive Director or equivalent lead staff supporting an IEEE Society, Technical Council, or Region Committee shall not be eligible for appointment, or nomination as a candidate for an elected position, on the IEEE Board of Directors, the Major Boards and Committees of IEEE, the boards or administrative committees of the IEEE Societies and Technical Councils, and the IEEE Region Committees during the period of his/her employment with IEEE.

The IEEE Conflict of Interest Policy shall apply to any situations involving the transition of roles between member, volunteer, and staff not addressed above.

9.31 IEEE Compliance Program

IEEE adheres to the highest standards of integrity and conducts business around the world in a responsible and ethical way. It is important that those who act on the organization's behalf, both IEEE volunteers and employees, ensure IEEE's compliance by adhering to the same standards and expectations. To assure individuals understand IEEE's culture of integrity and ethical standards, IEEE shall have a Compliance Program that provides training for volunteers and staff. Training shall be assigned based on an individual's role or volunteer position within IEEE.

IEEE members and volunteers shall complete all assigned training within 30 calendar days of assuming their appointed or elected position, or as otherwise determined by the IEEE Legal and Compliance Department. The IEEE staff shall notify every individual requested to complete the training of the applicable deadline. Failure to complete the assigned classes shall result in removal from service on the committee or board, as the case may be.

The IEEE Executive Director shall oversee the completion of assigned training by the staff.

SECTION 10 – MEETINGS, CONFERENCES, SYMPOSIA AND EXPOSITIONS

10.0 Types of Meetings

IEEE conducts three basic types of meetings:

- A. The first type includes Conferences, Symposia, Workshops, Tutorials, Short Courses, Expositions, Conventions. Throughout Policies, Section 10 the term “conferences” is defined (for the purposes of this document only, and with the exception of Standards meetings defined in Part B of 10.0), as technical or professional meetings that have a budgeted income or expense of greater than USD \$25,000. Conferences can be Symposia, Workshops, Short Courses, Expositions, Conventions, and/or Tutorials. Appropriate guidelines for naming conventions for conferences can be found in the IEEE Meetings and Conferences (CEE) Operations Manual, Section 3. Conferences are generally attended by both members and non-members of the IEEE. Attendees generally pay to attend. Conferences are typically self-supporting and frequently generate a surplus. Conferences are sponsored by one or more IEEE organizational units and/or other not-for-profit organizations (Policies, Section 10.1 for details).
- B. The second type includes Standards Meetings. Standards meetings are run under the auspices of the IEEE Standards Association. These meetings are dedicated to the development of IEEE draft standards, which are collaborative documents subject to rigorous consensus balloting prior to approval. More details on Standards Meetings are found in the IEEE Standards Association Operations Manual and the Standards Board Operations Manual.

The term "standards" encompasses recommended practices and guides as well as standards documents that establish requirements and technical specifications.

- C. The third type includes Other Meetings. There are various other types of meetings held by IEEE organizational units. They include organizational unit administrative meetings and small technical, professional, educational and social meetings. These meetings may have a mix of administrative and non-administrative content. Most of these meetings are free (or minimal fee) to members and sponsored by an IEEE organizational unit. Policies governing such meetings can be found in the related organizational unit's operation manual.

Administrative Meetings:

The main purpose of administrative meetings is to conduct normal IEEE business. Administrative meetings include governance, committee and editorial meetings. These meetings are sponsored by one or more IEEE organizational units. The costs of such meetings are generally supported by the operating budgets of involved organizational units. Organizational units are required to post administrative meetings in IEEE Administrative Calendars. Posting requires the date, time and place of each meeting as well as any attendance restrictions.

Section/Chapter Meetings:

Section and Chapters frequently hold small technical, professional, educational and social meetings throughout the year. Many of these meetings involve guest speakers and other events designed to meet member needs. These meetings are sponsored by the related organizational unit and are open to all members and often non-members. The costs of these meetings are generally supported by the

budgets of the involved IEEE organizational units. Occasionally members may be asked to pay for meals and entertainment. Donations or grants may also help support these meetings.

Student Activities:

Student Branches, Sections and Regions frequently hold student conferences, Congresses, Competitions, Student Professional Awareness Conferences, Leadership Training meetings and other diverse activities throughout the year. These activities are frequently supported by significantly large budgets generated by a combination of fund-raisers, industry contributions and Region and Section grants. Industry funding, in many instances, comes with the stipulation that advertisement and career fairs be included in the events.

10.1 Conferences

10.1.1 Conference Objectives

The prime objective of IEEE conferences is to provide IEEE members, other individuals and organizations with information and exhibits to assist in the advancement of electrical and electronics engineering and related arts and sciences.

To accomplish this objective, the IEEE shall:

- A. Encourage Conference Steering and/or Organizing Committees to develop programs suitable to the needs of attendees, speakers and other participants for which each conference is intended.
- B. Encourage all IEEE organizational units to conduct conferences, which should benefit the interests of IEEE membership and the greater technical community.
- C. Encourage cooperation between organizational units to promote, plan, organize and schedule conferences and exhibitions in a timely fashion within the stated field of interest.

10.1.2 Sponsorship

Sponsorship relates to the responsibilities and accountabilities of an organizational unit with respect to financial, technical, publicity, and administrative aspects of a conference. For a conference to be considered an IEEE conference, it must be sponsored by at least one IEEE organizational unit. If multiple organizational units are sponsoring a conference, at least one of the organizations must be an IEEE organizational unit.

An IEEE organizational unit is defined in IEEE Bylaw I-107 as a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law. Each IEEE organizational unit shall be an integral part of the IEEE and not a separate organization. Therefore, IEEE organizational units include all Boards, Societies, Regions, Sections, Chapters, Councils and Committees.

IEEE organizational units engaged in conference sponsorship may not enter into any type of sponsorship arrangement with a "For Profit" organization. Non-compliance with the provisions of this approval policy may result in denial of approvals for subsequent events. "For Profit" organizations can, however, provide donations, as indicated in Policies, Section 10.1.23.

The three types of conference sponsorship available to IEEE organizational units are described below:

- Sole Sponsorship

Sole sponsorship indicates full and sole organizational unit involvement in a conference. If an IEEE organizational unit agrees to sponsor a conference, they accept complete responsibility for the technical, financial, publicity and administrative aspects of the conference.

As a result of sole sponsorship, the organizational unit:

- will approve the conference as indicated in Policies, Section 10.1.4.
- will receive the surplus or be liable for any deficit resulting from a conference (Policies, Section 10.1.9).
- will be responsible for assuring the timely resolution of any legal issues.
- will be responsible for issuing any loans that the conference might need and assuring subsequent repayment (Policies, Section 10.1.7).
- will be responsible for proper usage of the IEEE name (Policies, Section 10.1.17) and the IEEE logo (Policies, Section 10.1.18).
- Conferences where the IEEE has sole sponsorship, the rights to the conference name, slogan, copyright for publications, and/or logo are owned by IEEE and not Conference Steering and/or Organizing Committees.

- Co-Sponsorship

Co-Sponsorship indicates a shared involvement among several organizations, one of which is an IEEE organizational unit. Other co-sponsoring organizations could be IEEE organizational units or other “Not-for-Profit” non-IEEE organizations.

Co-Sponsorship indicates a shared and significant involvement in the technical, financial, publicity and administrative areas of the conference. The relationship between sponsoring organizations should be explicitly defined in terms of a Memorandum of Understanding, see Policies, Section 10.1.5.

As a result of co-sponsorship, the organizational unit:

- will approve the conference as indicated in Policies, Section 10.1.
- will receive the surplus or be liable for any deficit resulting from a conference, (Policies, Section 10.1.9).
- will be responsible for assuring the timely resolution of any legal issues.
- will be responsible for issuing any loans that the conference might need and assuring subsequent repayment, (Policies, Section 10.1.7).

- will be responsible for proper usage of the IEEE name (Policies, Section 10.1.176) and the IEEE logo (Policies, Section 10.1.18).
 - will be responsible for ensuring that the IEEE organizational unit is provided with the option of a no cost exhibit booth, exhibit table or other means of promoting IEEE membership and activities during the conference (Policies, Section 10.1.5).
 - Co-sponsorship requires specific approvals as indicated in General Approvals, Endorsements, & Notifications – Organizational Unit Approval (Policies, Section 10.1.4).
- Technical Co-Sponsorship

Technical Co-Sponsorship indicates direct and substantial involvement by the IEEE organizational unit solely in the organization of the technical program. The IEEE organizational unit has no financial involvement in the conference. The organization that has financial sponsorship of the conference must be explicitly identified in the supporting documentation and promotional material for technical co-sponsorship to be granted. Technical co-sponsorship requires specific approvals as indicated in General Approvals, Endorsements, & Notifications – Organizational Unit Approval (Policies, Section 10.1.4). The IEEE organizational unit should encourage members to submit papers and attend the conference. The IEEE organizational unit may assist in publicity through the availability of the appropriate IEEE organizational unit mailing lists and on the organizational unit's website. The relationship between sponsoring organizations shall be explicitly defined in terms of a Memorandum of Understanding (MoU) (Policies, Section 10.1.5). Technical co-sponsorship does not guarantee that the papers accepted for presentation at the conference will be eligible for inclusion in the IEEE Conference Publications Program (CPP), which handles post-conference distribution of conference papers in all media. Inclusion in the CPP should be specifically addressed in the MoU regulating the technical co-sponsorship, with the concurrence of the CPP staff. The IEEE name may not be used in the conference title (Policies, Section 10.1.16), but, the IEEE brand/logo and/or IEEE organizational unit brand/logo may be used in conference publications and promotional materials (Policies, Section 10.1.17). The non-IEEE organization provides the IEEE organizational unit with the option of a no cost exhibit booth, exhibit table or other means of promoting IEEE membership and activities during the conference (Policies, Section 10.1.5).

10.1.3 Inter-organizational Unit Roles & Responsibilities

Organizational units can be categorized into two classes, geographic and non-geographic.

- Geographic organizational units, such as Regions, Sections and Chapters, are established to serve all of the technical interests of IEEE members residing within specific geographic areas. In order to do this, geographic organizational units may sponsor conferences of technical interest to the local members.
- Non-geographic organizational units are established to serve interests without regard to geographic boundaries. These interests could be technical, educational, or professional in nature. Examples include Societies/Councils and Educational Activities.

Each organizational unit has a defined field of interest or geographical interest area. It is expected that each organizational unit run conferences within their defined field of interest or geographical interest area. When an organizational unit moves out of their defined geographical area or field of interest, co-sponsorship and cross endorsements are recommended and in some cases required (Policies, Section 10.1.4).

It is the policy of IEEE that organizational units shall cooperate in satisfying the conference needs of the IEEE membership. A sponsoring organizational unit may invite other organizational units to co-sponsor a conference. Organizational units may not force other organizational units to co-sponsor. Organizational units may request a sponsoring organizational unit to include them as a co-sponsor; the requesting organizational unit may not force co-sponsorship.

Unless stated otherwise in a Memorandum of Understanding (MoU), an IEEE organizational unit (OU), which provides financial sponsorship or co-sponsorship to an existing conference, may not be forced to relinquish its sponsorship or co-sponsorship without its agreement or a resolution from a related dispute and conflict resolution process in IEEE, as defined below, if the related parties are IEEE organizational units (OUs). IEEE OUs are encouraged to work together to come to an agreement.

Dispute and Conflict Resolution

Disputes in sponsorship, co-sponsorship, or any other conflict in a conference, where all the related IEEE OUs are part of the same IEEE Major Board, as described in IEEE Bylaw I-303.2, shall be resolved by that Major Board, although the Major Board can refer it to the IEEE Conferences Committee for consideration and resolution. If the dispute is across the Major Boards, the dispute should be referred to the IEEE Conferences Committee for review and resolution. The IEEE Board of Directors has final authority for review and resolution.

10.1.4 General Approvals, Endorsements, & Notifications

There are three types of conference actions that must be sought. They are:

- Organizational unit approvals from all sponsoring IEEE organizational units
- IEEE Conferences, Events & Experiences (CEE) review and approvals
- IEEE Organizational unit cross endorsement

All approvals and endorsements should be obtained at least a year in advance of the proposed conference.

A conference organizing committee member, steering committee member, vendor or other stakeholders may be prohibited from participating in the organization of IEEE events for failing to abide by IEEE Bylaws, IEEE Policies, IEEE Code of Conduct, IEEE Code of Ethics and other governing policies, including publication, financial and audit provisions.

The IEEE Conferences Committee, working closely with related IEEE Major Boards (as described in IEEE Bylaw I-303.2), and ultimately the IEEE Board of Directors have responsibility for review, and approval of all IEEE conferences, including those co-sponsored with non-IEEE organizations.

Organizational Unit Approval

The Conference Organizing Committee is responsible for obtaining IEEE organizational unit sponsorship. Approval from all sponsoring IEEE organizational units is required. Prior to granting financial co-sponsorship or technical co-sponsorship to conferences involving non-IEEE entities, Subsections, Chapters, Geographic Councils, Affinity Groups and Student Organizations shall obtain approval by the Region or Section to which that organizational unit belongs. The sponsoring organizational unit(s) must approve the place, date, and subject matter to be covered for all conferences. Since organizational units are ultimately responsible for the financial accountability of their solely sponsored and co-sponsored conferences, the organizational unit must approve the conference budget prior to its submission to IEEE CEE for approval. Criteria for organizational unit approval shall include sound financial planning, benefit to the membership, absence of conflict with other conferences, assurance of technical content quality, and protection of the IEEE brand.

IEEE CEE Approval

Memorandums of Understanding (MoU): All co-sponsored conferences shall submit a Memorandum of Understanding (MoU) to IEEE CEE for review, final approval, and execution. Following IEEE CEE review and changes, if applicable, authorized representatives of each of the sponsoring IEEE organizational units shall sign the MoU and return it to IEEE CEE for execution.

The MoU review process performed by IEEE CEE shall be handled expeditiously and shall normally be completed within 60 calendar days of submission as defined by the IEEE CEE.

If the compliance recommendations of IEEE CEE are challenged by the OU, then appeals shall be forwarded to the IEEE Conferences Committee for final ruling.

Co-sponsored conferences shall not use the IEEE name or Master Brand in their websites, publications, or promotions before the MoU is executed.

IEEE CEE shall be notified of the place, date and subject matter to be covered for all IEEE conferences. If a conference falls in any of the following three categories, the IEEE Conferences Committee shall be informed if the activity(ies):

- is solely sponsored or co-sponsored by a geographic organizational unit, (e.g., Chapter, Section, Region) where there is the intention of drawing substantial attendance from outside the geographic area of a single Section, or
- contains commercial exhibits, or
- coincides with another organization's conference that requires a security clearance for admission.

All notifications should be made through IEEE CEE. The IEEE sponsoring organizational unit is responsible for the submission of all information requiring approvals.

IEEE CEE shall review notifications of technically co-sponsored conferences to identify issues of noncompliance with IEEE Policies, Section 10.1.3 - Inter-organizational Unit Roles and Responsibilities and shall refer any unresolved conflicts to the IEEE Conferences Committee.

The data from the IEEE Conference Application shall be entered into the IEEE database and used by IEEE CEE to answer requests for conference information and will be included in the IEEE Conference Search, Call for Papers Search, Collabratec and other promotional activities, as authorized by IEEE CEE.

Budgets

All IEEE financially sponsored or co-sponsored conferences shall submit a conference budget to IEEE CEE for approval. Written confirmation of sponsoring organizational unit's budget approval must be included with the detailed budget (IEEE Policies, Section 10.1.6). It is recommended that budgets be submitted to IEEE CEE and sponsoring organizational unit(s) at least one year in advance of the conference unless the nature of the conference precludes this. Sponsoring organizational units may set earlier deadlines in order to align with their budget cycles. Conferences shall receive approval on their budgets in advance of incurring any financial liabilities. Exceptions to this may be granted by the IEEE sponsoring organizational unit(s) and conveyed in writing to IEEE CEE.

Cross Endorsements

Cross endorsement is the endorsement from one organizational unit for another organizational unit's conference. Cross endorsement typically occurs between geographic and non-geographic organizational units. It is recommended cross endorsement be sought from the Section, when a conference is being held in the geographic area of the Section if the conference is sponsored by another IEEE geographic or non-geographic organizational unit. It is recommended cross endorsement be sought from the non-geographic organizational unit (Society, EAB, IEEE-USA, and SA), when another geographic or non-geographic organizational unit is holding a conference in its field of interest. Cross endorsement is expected to be timely and should be requested during the planning stages of the conference.

10.1.5 Memorandum of Understanding (MoU)

A Memorandum of Understanding (MoU), sets forth the relationship and obligations of the involved parties. A MoU is required when two or more organizational units agree to provide co-sponsorship or technical co-sponsorship to a conference. These organizational units may be all IEEE organizational units or IEEE and non-IEEE organizations as indicated in Policies, Section 10.1.2. Authorization to approve a MoU shall reside with the appropriate approving organizational unit as indicated in General Approvals, Endorsements, & Notifications – Organizational Unit Approval (Policies, Section 10.1.4).

Applications for co-sponsorship or technical co-sponsorship shall be submitted using the application form available on the IEEE website. Each MoU shall be negotiated and finalized to include the terms and conditions set forth in the application form, including the following:

- Financial sponsorship and responsibilities of each organizational unit. These arrangements are needed for both liability and surplus distribution purposes (Policies, Section 10.1.9 and 10.1.28).
- Ownership of the Intellectual Property associated with a conference. This includes use of the conference name, slogan, copyright for publications, and/or logo ownership.
- A clause specifying whether the conference proceedings will be included in IEEE Conference Publications Program (CPP), which includes posting of the proceedings in IEEE's electronic database of articles (Policies, Section 10.1.28).

- Provisions for dissolving the relationship.
- Compliance with IEEE and other non-IEEE organization policies.
- Assignment of conference management and other administrative responsibilities to the appropriate organizational units.
- General conference management accountabilities such as assignment of chairs, organizational unit chairs for Conference Organizing Committees, steering committee obligations, location of the conferences, associated exhibitions, etc.
- How the IEEE organizational unit will be directly and substantially involved in the technical program.
- The technical paper review process, including a clear identification of the level of paper review, if the conference proceedings will be included in the IEEE Conference Publications Program (CPP).
- Provisions ensuring the non-IEEE organization supplies the IEEE organizational unit with an option to promote IEEE membership and activities at no cost during the conference. If the conference has an associated exhibition, the IEEE shall be provided with the option of having an exhibit booth. If the conference does not include an associated exhibition, the IEEE shall be provided with the option of having an exhibit table or other means of promoting the IEEE.

When a conference is sponsored jointly with another non-IEEE organization, the IEEE organizational unit shall assure that the IEEE financial responsibility is limited to the IEEE organizational unit's financial capabilities and does not extend to IEEE's corporate resources.

For disputes and issues not covered in an MoU or in the absence of an MoU, they should be referred to the IEEE Conferences Committee and should be handled as referenced in Section 10.1.3, Dispute and Conflict Resolution.

10.1.6 Conference Budgets

The detailed conference budget should provide all needed financial information, indicate clearly the extent of participation of each organizational unit, and be consistent with analysis of the attendance and financial results of any preceding conference on the same subject. Conference Chairs shall submit budgets to the sponsoring organizational unit as far in advance as is feasible, but at least in time for the sponsoring organizational unit to meet the requirements of IEEE Policies, Section 10.1.4. It is recommended that budgets be reviewed every six months and updated if needed to reflect any conference planning aspects that may have changed.

All requests for budget approval shall be accompanied by written approval of the IEEE sponsoring organizational units. In addition the request should state whether cross endorsement has been sought (Policies, Section 10.1.4).

All conference budgets submitted for approval should be set to generate a minimum surplus of 20% over projected expenses.

During the course of the conference planning, if substantial financial changes are made to the originally submitted budgets, a revised budget should be resubmitted for further approvals to the appropriate

organizational unit and IEEE CEE. Failure to submit a budget or failure to identify any circumstances affecting the advisability of proceeding with a conference may result in action from the IEEE Conferences Committee, the Technical Activities Board and or the IEEE Board of Directors or their designee. The IEEE Board of Directors or their designee reserves its right to modify the terms of or in extraordinary cases to cancel approval of the conference.

Budgets for ancillary conferences, Short Courses or Expositions held either directly following or preceding a conference can be included within the main conference budget. However, income and expenses from these activities should be clearly identified.

The use of conference funds for the purpose of hosting visitors requiring intercontinental travel is a legitimate conference expense if approved by the Conference Organizing Committee. Such support, including travel expenses, should be included in the budget. When such a budget item is requested, the chair of the conference should establish a committee specifically charged with the responsibility of acting as host to these visitors.

It is the general policy of the IEEE that no member of a Conference Board/Committee or his/her immediate family shall receive monetary payment for services. This does not include awards or other honoraria that may be granted under IEEE Awards provisions as defined in IEEE Policies, Section 4.0. Immediate family is defined as spouse, domestic partner, brother, sister, children, mother, father, and in-laws.

Audit fees shall be incorporated in the conference budgets and displayed as a separate line item.

10.1.7 Conference Advances

Conference advances may be requested from the sole sponsor and co-sponsoring IEEE organizational units. The sole sponsor and co-sponsoring organizational units may issue advances to their conferences anytime during its life cycle. Conferences are not allowed to transfer advances issued by IEEE from one years' conference to the next. All conference advances are to be repaid prior to the closure of a conference as described in IEEE Policies, Section 10.1.11 unless requested sooner by the financial sponsor. Any advances, which might be requested from the IEEE corporate resources for the purpose of conferences, if they are approved, will be made to the sponsoring organizational units and not directly to the conference.

10.1.8 Conference Bank Account Signatures

All IEEE Conference Bank Accounts provide for the signatures of at least two volunteers and the IEEE Senior Director-Financial Services or designee(s), except as shall be required under local government regulations. This will provide assurance to the conference and to IEEE of the availability of alternative signatures, if the need arises (Reference IEEE Finance Operations Manual).

Conference Organizing Committees are not allowed to keep bank accounts open from one year's event to the next. Conference Boards (or Steering Committees) may not open nor maintain bank accounts. Guidelines for closing accounts are in the IEEE Meetings and Conferences (CEE) Operations Manual.

Bank Accounts must be closed six months after the Conference is held. Closing bank statement(s) must be submitted to IEEE CEE with the final financial report (Policies, Section 10.1.11). Surplus will be transferred as per Policies, Section 10.1.9.

A Conference Board/Steering Committee is defined as a continuing organizational unit established by the OU Sponsors to act on their behalf for the sole purpose of managing a specific continuing conference series from year to year to assure consistency and quality. A Conference Organizing Committee is defined as the body of volunteers assembled for the purpose of managing a specific occurrence of a given conference.

For co-sponsored conferences, where a non-IEEE sponsor (1) records the conference's financial transactions in its general ledger (2) receives and disburses funds in and from its main bank account, and (3) has a greater than 50% financial responsibility in the conference, the requirements for IEEE signatures on the bank account as well as closing the bank account six months after the conference are not applicable. A Memorandum of Understanding for agents is required and can be obtained from IEEE CEE.

10.1.9 Distribution of Surplus and Deficits

The distribution of any surplus or the allocation of any deficit resulting from a conference will be apportioned to the sole sponsor or co-sponsoring organizational units of a conference. Surplus is to be distributed within 6 months of the conference. Conferences may not transfer funds from one year to the next year's conference.

For solely sponsored conferences, the IEEE organizational unit assumes the entire risk of deficit, i.e., if a deficit is incurred in the operation of a conference, that deficit is chargeable against the sponsoring IEEE organizational unit. Conversely, if a surplus results from the conference, the surplus will be credited to the sole sponsoring IEEE organizational unit (IEEE Finance Operations Manual).

For co-sponsored conferences, the Memorandum of Understanding (MoU) (Policies, Section 10.1.5) defines the extent of financial involvement of each organizational unit. Deficit and/or surplus will be applied according to this agreement.

10.1.10 Auditing of Conference Finances

Co-sponsored conferences, where IEEE has a 50% or less financial responsibility shall be encouraged to participate in the audit process.

Conferences where IEEE has greater than a 50% financial responsibility, including conferences that are solely IEEE sponsored, and where the actual income or expense is USD 250,000 or more must be audited by a fully qualified, independent professional auditor. The audit shall be performed by a Certified Public Accountant, Chartered Accountant, or equivalent source approved by the IEEE Internal Audit Department. Alternatively, the Conference Chair may engage the IEEE Internal Audit Department to arrange for and/or perform the audit. The selection of such auditors shall avoid any conflict of interest with members of the Conference Organizing Committee.

Conferences where IEEE has greater than 50% financial responsibility, including conferences that are solely IEEE sponsored, and where the actual income or expense is less than USD 250,000 may be selected for audit by IEEE's Internal Audit Department. Internal Audit will schedule and arrange for the audits of these conferences. For those conferences not selected for audit in a given year, an audit should be conducted by a committee composed of individuals who have no direct or indirect responsibility for the financial transactions of the conference.

All conferences may be subject to review from IEEE's auditors. All conference organizers must be prepared to submit support for all conference receipts and disbursements at the request of the auditor at any time in the conference lifecycle.

10.1.11 Conference Closings

All IEEE solely sponsored and co-sponsored conferences must within twelve months of the conference date (IEEE Policies, Section 10.1.4):

- close their bank accounts, (IEEE Policies, Section 10.1.8)
- distribute their surplus, (IEEE Policies, Section 10.1.9)
- repay advances, (IEEE Policies, Section 10.1.7)
- complete the detailed final financial reports,
- complete the audit, if required. (IEEE Policies, Section 10.1.10)

All documentation must be reviewed and approved by the sole sponsor or co-sponsoring organizational units and IEEE Conferences, Events & Experiences (CEE). IEEE CEE will officially close the conference, once all of the above information has been submitted.

10.1.12 Conference Chairs and Other Roles in Conferences

The conference chair of a solely sponsored IEEE conference should be a member of IEEE. The conference chair of a co-sponsored conference where all organizational units are IEEE should also be a member of IEEE. Qualified individuals who are not members of IEEE may serve as sub-chairs or consultants to the Conference.

In conferences for which IEEE is a co-sponsor with a non-IEEE organization, Conference Chairs should be members of either IEEE or the co-sponsoring entity. Exceptions to this may be made only with the consent of all sponsoring entities. Based on the Memorandum of Understanding (MoU), the Chairs may rotate between sponsoring entities.

Conference organizers must obtain and document consent of those who will serve in any conference roles (e.g., conference chair, technical program chair, track chair, session chair, committee member, plenary speaker, honorary chair), prior to that information being published.

10.1.13 Technical Program Committee

The Technical Program Committee (TPC) shall be responsible for selecting contributed presentations and establishing a technical program at conferences with technical content. The TPC shall collectively have the subject matter expertise that spans the technical scope of the conference and the technical contributions that it accepts. The TPC handles all matters related to setting up and executing a conference's technical program, including call-for-papers, paper or abstract submission, review and selection, presentations at the conference, conference quality (including conference publication quality). A conference's TPC shall have the knowledge to handle invited presentations and fit them appropriately in the technical program.

10.1.14 Confidentiality

IEEE policy requires that conferences maintain confidentiality in handling submitted papers. Therefore, a Conference Organizing Committee should treat the contents of submitted papers/abstracts as privileged information and should not disclose this information to others not involved in the review process prior to the presentation or publication. The Conference Organizing Committee shall ensure that referees are aware of this policy. It is expected that anyone with access to a paper under review will not make inappropriate use of the special knowledge which that access provides.

10.1.15 IEEE Member Participation

All IEEE members, regardless of grade or any similar consideration, shall be admitted (upon payment of appropriate registration fees, if any) to any and all for conferences and any associated events of which IEEE is a sole sponsor or co-sponsor. Space limitations may require a policy of first come, first serve. IEEE will not act as a sole sponsor or co-sponsor for any assemblage in which participation is subject to security/export clearance or any other restriction of either governmental or industrial nature.

10.1.16 Registration Fee Requirements

IEEE solely sponsored and co-sponsored conferences, must have a member/non-member individual registration fee differential, whether paid in advance or at the door. The amount of the differential shall be at least 20% above the IEEE member fee, the exact amount being set by each Conference Organizing Committee. Conferences may establish a registration fee lower than the IEEE member fee for sponsoring organizational unit members.

Conferences where IEEE is the sole sponsor must have a reduced fee, waiver of fees, or fee differential for Student members and Life Members. Reduced fees, waiver of fees, or fee differential for unemployed IEEE members, retired members, and for special registrants (e.g., guests, speakers, and exhibitors) are permitted at the discretion of the Conference Organizing Committee. The individual registration fee for Life Members must be no more than that for Students.

At the discretion of the Conference Organizing Committee, the IEEE member registration rates may apply to members of non-IEEE co-sponsoring, cooperating organizations, or sister societies.

10.1.17 Naming of IEEE Conferences

The following policies shall apply to the use of the term "IEEE" in the names of conferences:

The term "IEEE" shall be used in the names of sole sponsored and co-sponsored conferences where IEEE is at least a 50% financial sponsor (in total for all IEEE co-sponsors).

The use of the term "IEEE" in the names of co-sponsored conferences in which IEEE is less than a 50% but at least a 25% financial sponsor (in total for all IEEE co-sponsors) is recommended but not required.

The term "IEEE" shall not be used in the names of co-sponsored conferences in which IEEE is less than a 25% financial sponsor (in total for all IEEE co-sponsors). This includes conferences in which IEEE is only a technical co-sponsor or is not a sponsor in any form.

Exceptions to the above can only be granted by approval of IEEE Conferences, Events & Experiences (CEE).

The following additional policies apply to the naming of all sole sponsored and co-sponsored conferences where all sponsoring entities belong to IEEE. They do not apply to conferences that are co-sponsored with a non-IEEE organizational unit or technical co-sponsorship conferences. The additional policies are:

Inasmuch as the IEEE is, by its Constitution, a transnational society, and inasmuch as conferences are held under IEEE sponsorship in many countries, the adjective "national" shall not be used in the name of an IEEE sponsored conference.

A conference may use the word "international" in its title if the conference reflects a significant degree of international character. This should require a reasonable expectation that the technical program will include a significant number of papers from authors representing at least three countries. It is also required that the conference Technical Program Committee have a similar demographics in its roster.

Uniform, internationally-accepted, review procedures shall be adopted, and the acceptance of papers shall be based only on their quality and suitability for the conference, and independent of the race, religion, sex and nationality of the author(s).

The name of a conference shall be used in all publicity programs, and related material pertaining to the conference.

If a conference is part of a series, the year must be included as the first item in the title, followed by IEEE, and finally followed by the specific conference name. Consistency in naming is essential for reference and publications.

10.1.18 Use of the IEEE Logo

Solely Sponsored conferences must have the IEEE logo on all promotional material and publications along with the organizational unit logo(s).

Co-Sponsored conferences, where all involved entities are IEEE, must use the IEEE logo on all promotional material and publications along with the organizational unit logo(s).

Co-Sponsored conferences, where at least one organizational unit is non-IEEE, are encouraged to use the IEEE logo on all promotional material and publications along with the organizational unit logo(s).

Technical Co-Sponsorship conferences are allowed to use the IEEE logo on promotional material and publications, along with the entity logo(s) but shall not use the name "IEEE" in the title of the conference.

Guidelines for Use of the IEEE Logo and Logotype "IEEE" can be found in Policies, Section 6.3.2 and 12.1 and on the IEEE website, www.ieee.org/about/toolkit/index.html.

10.1.19 Contracting

Conferences will require contracts for various services. These services include but are not limited to hotel services, publication services, technology services, registration services and conference management services.

Contracts shall be reviewed and approved as described in the IEEE Finance Operations Manual.

It is the policy of the IEEE that no member of a Conference Board/Committee shall have a conflict of interest (IEEE Policies, Section 9.9) relative to the awarding of contracts for a conference. In signing a contract, competitive bidding procedures shall be used whenever practical. If competitive bidding is not used, the Conference Chair shall be prepared to provide justification upon request.

10.1.20 Conference Insurance

Conferences are responsible for obtaining needed insurance coverage for the conference and associated events. IEEE can provide such coverage as stipulated in the IEEE Finance Operations Manual.

10.1.21 Conference Publications

Conferences typically produce proceedings that are provided at the conference to attendees and/or are available for sale after the conference. Ownership of these publications is determined by copyright.

Publications resulting from conferences solely sponsored by IEEE shall follow the procedures in the PSPB Operations Manual, including the peer review process and the required qualification of reviewers. Conferences in which the lead sponsor is not an IEEE organizational unit(s) are urged to follow these policies and procedures. Title, format and content shall conform to procedures which shall be specified in the PSPB Operations Manual.

Post conference distribution of these publications may be handled by the IEEE Conference Publications Program (CPP), which facilitates inclusion in the portfolio of IEEE electronic dissemination products. Participation in this program requires the completion of the IEEE Conference Publication Form, which should be submitted to IEEE Conferences, Events & Experiences (CEE). This form allows the proceedings to be considered for post-conference distribution through the CPP. IEEE sponsoring organizational units makes the initial decision on participation and terms, with the concurrence of the CPP. Participation in CPP also requires compliance with the peer review policy detailed in the PSPB Operations Manual.

10.1.22 IEEE Services and Publicity

IEEE solely sponsored/co-sponsored conferences are entitled to IEEE services at the not-for-profit rate, i.e., printing and mailing services at the not-for-profit rate. IEEE solely sponsored/co-sponsored conferences are encouraged to advertise in publications. Some limitations based on space may be enforced. Sponsoring organizational unit approval is required before the advertisement is submitted.

10.1.23 Tax Liability Resulting from Sales and Order Handling in Conjunction with Conference Exhibits

Conferences are responsible for ascertaining and complying with any tax liabilities associated with the sales and ordering of items at a conference.

The IEEE is a not-for-profit organization, incorporated in New York State, USA. IEEE holds conferences and meetings throughout the world and the legal and tax requirements can vary greatly for each site. In the United States, the IEEE is exempt from paying income taxes and is also exempt from paying sales taxes on purchases in some states. Some states require sales taxes to be collected on-site for conference sales of books and other items. Order taking can be done without consideration of sales taxes. Outside of the US, there are other transaction taxes that may be required to be collected by conferences for on-site sales, such as Value Added Tax (VAT) and the Goods & Services Tax (GST) in Canada. It may be required to collect transaction tax on registration fees. There are also exemptions from paying transaction tax and the rules are unique by country. In most countries, but not all, the IEEE is exempt from paying income taxes. Because the laws and requirements of each country, state and province vary and to be able to exercise fiduciary duty, it is of great importance that each conference contact the IEEE Corporate Compliance and Tax Administration Office tax-staff@IEEE.org to find out the specific legal and tax requirements to operate at their site. This must be done very early in the planning stages of the conference, if planned properly, some tax savings may result.

10.1.24 Financial Support from Industry

Financial support by industry of IEEE meetings and events shall be encouraged and shall be structured to the extent possible such that the financial support is received tax-free by IEEE.

10.1.25 Job Recruiting at Conferences

Each conference shall have a publicly stated policy concerning recruiting prior to any recruiting being permitted. The policy should address when and where during the event recruiting is allowed, to which group of attendees (Students, unemployed, ..., all) it may be directed, what manner of outreach used by recruiting entities is allowed and other factors deemed important by the conference organizers. This policy is not intended to encourage or discourage recruiting but leave that decision to the conference and its sponsors.

10.1.26 Participation Limitations for IEEE-Sponsored Events

A. Audio, Video Recording and Photography.

Audio, video recording and photography are normally considered permissible at open sessions of IEEE conferences. However, at technical conferences, restrictions may be applied by the sponsoring organizational unit on the use of such equipment, e.g., where they may impede free discussion, where they compromise commercial value, or where they are disruptive.

Such restrictions should be clearly identified, in advance, to sponsoring organizational units and attendees.

B. Participation in Security Meetings.

In the event that another organization sponsors an assemblage requiring government security or export clearance, at times and places related to an IEEE sponsored or co-sponsored conference, there may be, for the convenience of the attending IEEE members, cooperation between the IEEE Conference Organizing Committee and the other organization as follows:

- The IEEE conference announcement and technical programs may contain information relating to the assemblage requiring security or export clearance. Such publicity must indicate that this is a separate activity; identify the sponsor of the assemblage; and state that the information is provided for the convenience of IEEE members. Such publicity must indicate that the sponsor of the assemblage requires attendees to register at the IEEE conference.
- The attendance criteria or security requirements for admission to the assemblage shall be the responsibility of the sponsor of that activity. All correspondence and registration arrangements for such an assemblage must be directed to the organization responsible for the security of that activity.
- Transportation arrangements for an assemblage requiring security or export clearance must be the responsibility of the sponsor of that activity.
- IEEE must not be involved with the cost or liability of providing secure conference rooms, security guards, or other operating costs associated with assemblages requiring government security or export clearance.
- IEEE must not be involved with the publishing, the cost of publishing, or maintenance of security or export-controlled publications. Unclassified or uncontrolled abstracts of papers presented at assemblages requiring government security or export control may be published in the IEEE conference program or record. It is the responsibility of the principal author to obtain the required clearances. IEEE will support authors in efforts to maintain cleared status of their publications.

C. Invitational Conferences.

The IEEE recognizes the scientific and educational value of small non-geographic research conferences or workshops of limited attendance, at which an interchange of information takes place among workers at the forefront of a specialized area. Such conferences are consonant with IEEE objectives and constitute a proper IEEE activity, provided:

- The conference is announced well in advance through appropriate IEEE channels of communication to those IEEE members who, by reason of their Society or Committee membership, might be potential contributors. Such announcement may indicate that active participation is expected of all attendees and that invitation requires submission of evidence of activity in the field and willingness to contribute.
- Invitations are issued to all who, in the judgment of the conference organizers, are willing and able to make worthwhile contributions. Those not invited must be admitted if they indicate by a specific date that they wish to attend, subject to any space constraints that are unilaterally applied.
- The conference establishes and announces in advance, to the conference attendees, any special ground rules, such as those with respect to reporting and publishing any of the discussions at the conference. Any such special ground rules must be included in the invitation to the conference.

10.1.27 Conference Diversity and Inclusion

An IEEE sponsored conference should promote and practice diversity and inclusion in its organization and execution, per the IEEE Diversity Statement IEEE Policy 9.8. The related areas include but are not limited to technical programs, expositions, composition of conference committees, key positions in the conference committees, plenary and invited speakers, and panelists.

10.1.28 Summary of Requirements for Solely Sponsored/Co-Sponsored Conferences

During the course of the conference preparation, implementation and closing, IEEE members will be involved in preparing the conference budget, monitoring the financial affairs, managing hotel logistics, managing the technical conference program, preparing the final financial report, arranging for a professional audit, etc. Below is a quick reference summary of the items relating to the management of a conference:

- Seek organizational unit and other approvals.
- Seek needed cross endorsements.
- Define a Memorandum of Understanding (MoU) amongst participating organizational units, for co-sponsored conferences (Policies, Section 10.1.5).
- Seek needed budget approvals (Policies, Section 10.1.6).
- The IEEE Conference Application and other supporting conference information must be submitted to IEEE Conferences, Events & Experiences (CEE) for use in the IEEE database, which facilitates the online distribution of conference information and for archival purposes.
- Use the IEEE Logo as defined in Policies, Section 10.1.18.
- Assure proper conference naming, as indicated in Policies, Section 10.1.17.
- Submit the IEEE Conference Publication Form to IEEE CEE (Policies, Section 10.1.21).
- Submit IEEE Conference Insurance form with or prior to submitting the budget to IEEE CEE (IEEE Finance Operations Manual).
- Open conference bank accounts under the stipulations in Policies, Section 10.1.8.
- Request Loans from sponsoring organizational units, assuring their repayment within 30 calendar days of the conference date (Policies, Section 10.1.7).
- Manage technical/professional aspects of the conference such as planning the scope of the program, organize panel discussions, invite special speakers, review and select contributed papers, assure hotel logistics, etc.
- Arrange for any needed services.
- Arrange for publicity and advertisements.

- Complete Surplus distribution when closing the conference bank account (Policies, Section 10.1.8 and 10.1.9).
- Submit Final financial reports within six months of the conference to sponsoring organizational unit and to IEEE CEE (Policies, Section 10.1.11).
- Arrange for the implementation of a Professional audit, submitting results to IEEE CEE (Policies, Section 10.1.10).

10.1.29 Summary of Requirements for Technical Co-Sponsored Conferences

Since involvement in technical co-sponsored sponsorship conferences is more limited than that of sponsored and co-sponsored conferences, the involved IEEE organizational unit may wish to negotiate a variety of issues with the sponsoring organization, including registration fees for IEEE Members, and other issues that benefit the Conference and the future interaction with the sponsoring organization. Below is a checklist of items for a technical co-sponsorship conferences:

- Define a Memorandum of Understanding (MoU) amongst participating organizational units (Policies, Section 10.1.5). The MoU shall include a clause specifying whether the conference proceedings will be included in IEEE Conference Publications Program (CPP), which includes posting of the proceedings in IEEE's database of articles. Inclusion in the CPP adds value to the conference. Therefore, the IEEE Organizational Unit providing technical co-sponsorship with the event may assess a fee to the conference organizations, or negotiate an agreement that will bring financial benefit to IEEE in some other form, for inclusion of the conference proceedings in the IEEE CPP.
- The IEEE Conference Application and other supporting conference information must be submitted to IEEE Conferences, Events & Experiences (CEE) for use in the IEEE database, which facilitates the online distribution of conference information, and for archival purposes.
- If the conference proceedings are to be included in the Conference Publication Program, the IEEE Conference Publication Form shall be submitted to IEEE CEE (Policies, Section 10.1.21).
- Technical co-sponsorship conferences cannot use the IEEE name in the title (Policies, Section 10.1.17).
- Use the IEEE Logo as defined in Policies, Section 10.1.18

SECTION 11 – IEEE FINANCIAL MATTERS

Introduction

The following IEEE policies have been established to ensure volunteers and staff have a clear understanding of and shall carry out their responsibilities regarding the functions and administration of the financial aspects of the IEEE. Specific procedures, when they exist for implementation of these policies, shall be set forth in the IEEE Finance Operations Manual and the IEEE Investment Operations Manual. These manuals, initially approved by the IEEE Board of Directors, shall be developed and maintained by the IEEE Finance Committee with input of various Committees of IEEE. With respect to these manuals, all changes implemented by the IEEE Finance Committee will be shared with the IEEE Board members prior to implementation. Operational policies and procedures of the respective IEEE Organizational Units shall not conflict with these policies.

With respect to these policies, wherever a staff function is identified, such activities shall be performed by staff designated and authorized by the IEEE Executive Director. Additionally, for purposes of these policies IEEE Organizational Units include, but are not limited to, IEEE Societies, IEEE Geographic Units, and Conferences.

11.1 Financial Stability

The financial stability of the IEEE is based upon, but not limited to, a sound system of internal control and a commitment to prudence in order to ensure short-term and long-term viability.

- A. Internal Control. It is the IEEE policy to maintain sound internal control. As part of their oversight responsibilities, specific staff and the external auditors evaluate the system of internal controls of the IEEE and recommend changes to IEEE Management and or the Audit Committee who in turn recommend changes to the IEEE Board of Directors, as appropriate.
- B. Reasonable and Prudent Operations. It is IEEE policy to operate reasonably and prudently. The standard by which all aspects of operations of a not-for-profit organization are tested is reasonableness and prudence.
- C. Financial Outlook. To be committed to its goals, the management of the IEEE, both volunteer and staff, shall take an approach that looks beyond specific calendar dates and always recognizes both historical context and the planned direction with a distinct emphasis on the future. The strategic planning process, budget process, and actual financial performance shall provide the framework for making decisions important to the vitality of the IEEE.
- D. Risk Management. IEEE recognizes that the proper management of risk is a core leadership function that must be practiced throughout IEEE. Enterprise risk management (ERM) is defined as a process that enables the enterprise to visualize, assess, and manage significant risks that may adversely impact the attainment of key organizational objectives. Therefore, an ERM methodology shall be specified for IEEE risk management, and it is the responsibility of IEEE staff and volunteer leaders to identify, assess, and manage risks using the ERM process. The Audit Committee shall oversee IEEE's risk management.

11.2 Annual and Interim Reporting Requirements

- A. Audited Financial Statements. Audited IEEE Financial Statements will be made available to IEEE members annually.
- B. Annual Budget. Using a process established by the IEEE Finance Committee, an annual budget shall be prepared for the ensuing year, subject to the approval of the Board of Directors.
- C. Forecasts. IEEE Major Boards, Societies and Technical Councils, and the staff organizations shall submit forecasts on a scheduled basis as requested by the IEEE Finance Committee. These forecasts shall be used to identify opportunities and risks to achieving the budgeted targets.
- D. Investment Reporting. Reports on investments in the IEEE Investment Fund shall be provided to the appropriate IEEE Organizational Units in a format and on a schedule approved by the IEEE Finance Committee.
- E. IEEE Organizational Unit Reporting. All IEEE organizational units that have cognizance of IEEE assets of any kind shall report annually the kind, amount, and location of such assets held at the close of the IEEE's fiscal year and the legal name under which the assets are carried. IEEE organizational units sharing a financial interest with an outside organization shall identify the basis of sharing and the monetary value of IEEE's partial interest at the end of the fiscal year.

1. Use of Funds; Required Audits.

- a) All IEEE Organizational Units shall have the right to obligate their budgeted funds for all purposes necessary to promote their approved objectives. No IEEE Organizational Unit, nor any representative thereof, shall have authority to contract debts for, pledge the credit of, or in any way bind the IEEE with respect to any matter or activity not approved by the IEEE Board of Directors or its designee.

If any IEEE organizational unit shares a financial interest with an outside organization, the organizational unit shall maintain an up-to-date record with IEEE Headquarters identifying the outside organization(s) and the basis of sharing.

Procedures related to procurement and contract negotiation, approval, and execution shall be contained in the IEEE Finance Operations Manual.

- b) All assets are the sole property of IEEE. IEEE funds may be used only for IEEE educational and scientific purposes. Examples of unacceptable uses are found in the IEEE Finance Operations Manual.
- c) All IEEE sponsored activities conducted by any IEEE Organizational Unit, which individually or collectively generates revenue or expense in excess of an amount specified in the IEEE Finance Operations Manual, shall be audited by a fully qualified, independent, professional auditor. The audit shall be performed by a Certified Public Accountant, Chartered Accountant, or equivalent source approved by the IEEE Internal Audit Department. Alternatively, the activity chair may engage the IEEE Internal Audit Department to arrange for and/or perform the audit. Activities involving less than the amount specified may be audited.

Joint conferences sponsored and conducted by IEEE and non-IEEE entities, as defined in the IEEE Policies, Section 10, are required to be audited if the IEEE is the primary (lead) sponsor. The primary lead sponsor shall be determined in the Memorandum of Understanding (MoU) for the conference.

2. Acceptance of Contributions. IEEE Organizational Units may accept contributions on behalf of IEEE, and such contributions shall be the sole property of IEEE. Contributions in excess of an amount specified in the IEEE Finance Operations Manual must be reported to the appropriate IEEE staff to facilitate the preparation of appropriate tax reporting documentation and acknowledgements.
3. Contributions from IEEE.
 - a) Direct or indirect contributions of IEEE funds by any IEEE Organizational Units to any organization or individual may only be made with prior permission of the IEEE Board of Directors.
 - b) Approval of contributions under an amount which shall be specified in the IEEE Finance Operations Manual may be delegated by the IEEE Board of Directors to the appropriate Vice President or Major Board President. Also see IEEE Policies, Section 11.8 – IEEE Contributions to Disaster Relief Policy.

11.3 Asset/Liability Management

Adherence to the policies in this section regarding Asset/Liability Management shall apply equally throughout the entire world, except where local laws and regulations prohibit compliance. Compliance outside the United States shall be to the maximum extent possible.

A. Asset Management. Uses of IEEE funds shall comply with the following policies.

1. Investments. IEEE funds may be invested only in the IEEE Investment Fund.

The primary objective of IEEE's investment policy shall be the protection of IEEE's (inflation adjusted) assets. In a manner consistent with the primary objective, the secondary objective shall be to maximize the total return on the IEEE Investment Fund's assets.

Investment portfolios for which IEEE is responsible shall be separated into an Operational Cash Fund, a Long-Term Investment Fund and a Defined Benefit Plan. The Operational Cash Fund shall provide for the cash needs of the IEEE, as determined each year based on projected cash flows plus a contingency. The Operational Cash Fund shall be invested only in secure short-term instruments focused on preservation and availability of the cash. The Long-Term Investment Fund shall be well diversified and invested in a conservative fashion to satisfy the primary objective of protection of assets while providing growth over the long term through total return. The Defined Benefit Plan, while not an IEEE Investment asset does impact the net income of the IEEE due to changes in market value and the impact upon the benefit liability.

Investment Business Continuity Plan. If at the close of the business week in New York, New York, there is a 15% or greater investment loss in the value of the Long Term Investment Fund from the highest level reached in the previous thirty six month-end period, adjusted for net investments or net withdrawals over such period, then the Finance Committee and the

Investment Committee, along with the IEEE President, Treasurer, appropriate staff, and other key participants designated by the President shall hold an emergency meeting to review whether the decline in the value of such assets has major negative implications for the IEEE's near term (one to three years) business operations. Discussion topics shall include, but not be limited to, (1) whether the level of the Operational Cash Fund is sufficient for any changed business or investment conditions affecting the IEEE, (2) whether the IEEE's short-term investments, including the assets in the Operational Cash Fund, are liquid and reasonably accessible, and (3) whether IEEE's investment assets should continue to be invested in a manner consistent with the most recently approved investment decisions.

If a decline in the value of IEEE's investment assets because of deterioration in the investment and financial markets exceeds the 25% range from the highest amount reached in the previous thirty six month-end period, then the IEEE President, IEEE Treasurer, and Chair of the Investment Committee shall call a meeting of the Investment Business Continuity Plan Advisory Committee (IBCPAC). The IBCPAC shall meet only when the financial situation as described has occurred. Members of the IBCPAC shall include the IEEE President, who shall be Chair, IEEE President-Elect, IEEE Past President, IEEE Treasurer, and all IEEE Directors then currently serving as members of the Investment Committee and the IEEE Past Treasurer.

Any recommendations by the IBCPAC shall be reported to the IEEE Board of Directors within 24 hours of the meeting. When warranted a special meeting of the IEEE Board of Directors may be called in accordance with IEEE Bylaw I-301.5.

The IEEE Treasurer and the Chair of the Investment Committee may invite members of the Finance Committee and the Investment Committee to participate at these IBCP meetings. Further meetings of the IBCPAC during any one-year period shall not be required unless the investment assets further decline in value by an increment of 10% since the last IBCP-triggered meeting, but a meeting may be called at any time at the discretion of the IEEE President, or IEEE Treasurer.

2. Banking. To the maximum extent possible IEEE Geographic Units and IEEE Conferences are encouraged to participate in the IEEE Concentration Banking Program which shall be defined in the IEEE Finance Operations Manual. All other IEEE organizational units shall conduct their banking through central IEEE treasury processes.
3. Bank Account Signatures. All IEEE Geographic Units and Conference bank accounts must have the IEEE Senior Director, Financial Services as a signator thereon. Procedures for handling bank account signatures shall be maintained in the IEEE Finance Operations Manual.
4. Capital Expenditures Policy. Procedures for the lease, purchase and disposition of capital assets, including furniture, real property and other property shall be set forth in the IEEE Finance Operations Manual. No IEEE Geographic Unit, conference or other organizational unit of the IEEE shall lease or purchase real property without the advance approval of the IEEE Board of Directors, which may be given either on the basis of a specific proposal or by inclusion in the approved annual budget.

- B. Accounting Method. Accounting methods shall be specified in the IEEE Finance Operations Manual.

11.4 Reserves

IEEE Reserves are defined as the total unrestricted accumulated surpluses of all IEEE Organizational Units. The IEEE Board of Directors has fiduciary responsibility for, and the right to direct and control, all IEEE Reserves.

- A. Custodial Responsibility of IEEE Reserves. Each IEEE Organizational Unit that generates revenue, or is authorized by the IEEE Board of Directors to receive assessments or a portion of IEEE dues, may have custodial responsibility for a portion of IEEE Reserves, to the extent determined from time to time by the Board of Directors.
- B. Investment Returns from IEEE Reserves. Investment returns from Reserves may be allocated by the IEEE Board of Directors to the IEEE Organizational Units with custodial responsibility for reserves.
- C. Recommended Levels for IEEE Reserves. It is the policy of IEEE to maintain the highest credit rating possible, and accordingly shall maintain reserve levels to achieve this objective.
- D. Spending Rules. IEEE Organizational Units may establish budgets that expend portions of the Reserves under their custodial responsibility, subject to the appropriate approvals as specified in the IEEE Finance Operations Manual.

11.5 Insurance Coverage

It is IEEE policy to maintain property and liability insurance coverage to protect the IEEE, its organizational units, employees, volunteers, and subsidiary entities against risks arising from IEEE business operations.

11.6 Business Expense Reporting

Travel Policy and Funds. It is IEEE policy to provide for, or reimburse, reasonable authorized travel expenses incurred in connection with the conduct of IEEE business. All persons traveling on IEEE business for whom IEEE pays or reimburses transportation expenses shall travel economically by booking economy class flights well in advance and shopping for low-cost business class train fares and low-cost rental car rates. Guidelines and procedures for reimbursement, required receipts and related limitations, beyond those described in this policy, shall be specified in the IEEE Finance Operations Manual.

IEEE does not reimburse for the travel expenses of spouses or travel companions as an entitlement. Airfare, hotel, and incidental costs of spouses or travel companions are never covered but it is recognized that there are occasions where the demand on volunteer time in particular, requires travel with a spouse or companion which may result in some meal costs being expensed. Since the purpose of the business trip is already deemed necessary and the only incremental cost is the spouse/companion meals, expensing the meals is acceptable as long as the cost is reasonable, and the practice is not perceived as an entitlement. Spouse/ companion costs for purely social gatherings must be reimbursed on the staff or volunteer person's expense report as a reduction of reimbursed expenses.

- A. Airfare. All persons traveling on IEEE business who are seeking reimbursement for airfare or for which airfare is provided for them by IEEE, shall book only the most economical airfare, i.e., non-refundable, economy-class, coach-fare tickets; provided, however, the reimbursement or purchase by IEEE of business class fares shall be permitted only (i) when the flying time is over eight consecutive hours for a single segment or over eight hours flying time where a layover is required, (ii) when it is budgeted by the organizational unit, and (iii) with permission of the Major Boards Vice President or President or in the case of Staff, the IEEE Executive Director.

Individuals are encouraged to purchase upgradeable coach class fares and use miles or coupons to upgrade to business class.

Permission to travel business class for medical reasons may be granted by the IEEE President. Note that an “organizational unit” (OU) is defined in Bylaw I-107: “An organizational unit is a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law.”

11.7 Fundraising: Receiving Grants and Contributions

IEEE may solicit and accept voluntary contributions and grants in support of its purposes and objectives. It is the policy of IEEE to comply with all applicable charitable solicitation and donation laws, U.S. and elsewhere (at each governmental level).

The approval and coordination and specific procedures pertaining to the solicitation and acceptance of charitable contributions, and the submission of grant proposals and receipt of grants shall be specified in the IEEE Finance Operations Manual.

11.8 IEEE Contributions to Disaster Relief Policy

IEEE and its Organizational Units (including conferences) may provide contributions to third party nonprofit organizations to provide relief for various natural disasters. The IEEE is a Section 501(c)(3) tax-exempt nonprofit organization, and therefore all contributions from IEEE, including those in support of disaster relief efforts, shall be made only in furtherance of IEEE’s educational and scientific purposes. For purposes of this policy, the term “disaster relief” shall mean any contribution or donation from IEEE that is provided in an effort to alleviate hardships that are the result of a natural disaster.

Contributions or donations from IEEE for disaster relief may be in the form of (i) funds, equipment, or services that further and promote scientific or technological knowledge and education (e.g., computers) or (ii) grants that are tied directly to such purposes (e.g., scholarships, support of a library, classroom equipment, and/or supporting infrastructure.).


Requests for permission to make donations shall be made in accordance with IEEE Policies, Section 11.2, and the procedures shall be specified in the IEEE Finance Operations Manual. See also Section FOM.2.E.4 Contributions From IEEE.

11.9 Principles of Business Conduct

IEEE is committed to maintaining legal, ethical, and regulatory standards necessary to achieve excellence in corporate integrity in all its activities. These standards and corresponding objectives are outlined in the IEEE Principles of Business Conduct, with which all directors, officers, volunteers, members, and employees who conduct IEEE business, as well as non-Members who do business with or on behalf of IEEE, shall comply. [<https://www.ieee.org/content/dam/ieee-org/ieee/web/org/audit/ieee-principles-of-business-conduct.pdf>]

SECTION 12 – LEGAL AND TAX MATTERS

12.1 Trademark

- A. The emblem of IEEE will be protected by legal registration. The guidelines for the use of the emblem and "IEEE" are set forth under Section 6 of the IEEE Policies, and the emblem and "IEEE" shall be used only in connection with official business of the IEEE. The IEEE emblem is a registered trademark owned by the IEEE. As owner of the mark, IEEE Headquarters makes membership pins, which bear the mark, available to members. IEEE Headquarters also makes available to Sections, Societies, and other IEEE organizational units, letterheads, pennants, and other similar material bearing the emblem. Any form of use of the emblem by members, either as individuals or as IEEE organizational units, which is not supplied by the IEEE Headquarters must be submitted for approval and any form of use which has not received such approval shall be considered as unauthorized use of the emblem. IEEE has received applicable registrations in the United States and other countries for the emblem and "IEEE". Records of these trademark registrations shall be maintained by the IEEE Legal and Compliance Department. When used by members either as individuals or as IEEE organizational units, the emblem must be displayed with an R in a circle (®) as shown above. This is required to give legal notice that the emblem has been registered by IEEE.
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- B. The IEEE emblem may be incorporated in the design of awards, or for similar purposes, provided that the total emblem is used without any modification. If the emblem is modified in any manner, including the addition of names or dates within the field of the emblem, the basic IEEE registration will have been violated. The IEEE's legal counsel urges that IEEE members, volunteers and staff maintain the integrity of the IEEE emblem.
- C. Purchase of Emblem. Emblems to be worn by members are to be purchasable only from IEEE Headquarters.

12.2 Uniform Employer Identification Number Assigned by IRS (Applicable Only in U.S.)

Each Region and Section should have its own Employer Identification Number. Any Region or Section that does not have such a number or does not know its number should notify IEEE Headquarters. Societies should use IEEE Employer Identification Number 13-1656633. A Society will be required to use the IEEE Employer Identification Number if it is required to file any forms such as those discussed in Policy Statement 12.3 or when it opens a bank account. A Region or Section will be required to use its own Employer Identification Number in similar circumstances.

12.3 Internal Tax Procedures (Applicable Only in U.S.)

- A. Exemption from Federal Income Tax. IEEE is exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954. No Section or other subdivision of IEEE should apply for exemption from Federal income tax. If any Section is requested by the Internal Revenue Service to do so, IEEE Headquarters should be notified immediately.

B. Federal Returns.

1. Annual Information Returns - Form 990. Form 990 is the annual information return which is filed by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954. IEEE Headquarters annually files such a return on behalf of all its U.S. Sections, and it is not necessary for any Section to file an income tax return. If any Section is requested to file an income tax return, on Form 990 or any other form, that Section should advise the Internal Revenue Service office making the request that IEEE Headquarters will file the necessary return on behalf of the Section. If any further questions are raised by the Internal Revenue Service, the Section should immediately notify IEEE Headquarters.
2. Employer Returns. If any Section makes any payment to an employee it will generally be required to withhold and pay over both Federal Income and Federal Social Security taxes. Consequently, any Section that makes payments to employees will be required to obtain and file some or all of the forms mentioned below. Also, in most cases it will be necessary to withhold and pay over certain state taxes (e.g., income, disability or unemployment tax). The rules with respect to such withholding will generally differ from the rules applicable to the withholding of Federal Income taxes. The advice of local counsel or the local office of IEEE's Accountants should be sought regarding the correct procedure for the withholding and paying over of local taxes.
 - a) Form 941. Any Section which is required to withhold Federal Income or Social Security taxes from an employee is required to file a return as to the amounts withheld. This return is made on Form 941. If Social Security taxes are withheld it will also be necessary to fill out and file a separate Schedule A (Form 941) because it contains the necessary information on wages subject to Social Security taxes. Form 941 must be filed and the taxes collected must be deposited on or before the last day of the month following the close of each calendar quarter that is, on April 30, July 31, October 31, and January 31.
 - b) Form 501. Each deposit of withholding or Social Security taxes must be accompanied by a properly filled-in Form 501. Sections which have withholding taxes and Social Security taxes of under \$200 per calendar quarter are not required to make deposits. Instead they will pay over the taxes with their quarterly Form 941. Sections with monthly liability of over \$200 but less than \$2,000 must deposit the taxes by the 15th of the following month in the case of the first or second month of the quarter or before the last day of the following month in the case of the last month of the quarter. Sections with \$2,000 or more in liability on the 7th, 15th, 22nd or last day of the month must make deposits within three banking days of such dates. Deposits are made with the Federal Reserve Bank which serves the Section's district or with a commercial bank authorized to accept such deposits for transmittal to a Federal Reserve Bank. The names of the appropriate depositories may be obtained at any local bank or Federal Reserve Bank.
 - c) Forms W-2 and W-3. If any Section or Society is required to withhold Federal Income tax or Social Security taxes it should furnish the correct number of copies of the withholding statement, Form W-2, as required by the individual state, to each employee from whom income taxes have been withheld or would have been withheld if he/she had claimed no more than one withholding exemption. In connection therewith the Section or Society should use the employer identification number specified in Statement 12.2. Copy A of

Form W-2 together with Form W-3 must be filed on or before February 28th at the Internal Revenue Service Center for the appropriate Internal Revenue Service Region.

- d) Form W-4. The Section should request each new employee to furnish a withholding exemption certificate, Form W-4, on or before the commencement of his or her employment. If an employee fails to furnish such a certificate, the Section must withhold, tax as if he or she had claimed no withholding exemptions.
 - e) Other Information Returns. Each Section must file information returns for the calendar year for payments made by it during such year which total \$600 or more to any individual or particular firm or organization. If such payments are not subject to withholding of Federal Income tax and are not reported on a withholding statement (Form W-2), the Section must file Form 1099, together with Form 1096 with respect to each such payment. Forms 1099 and 1096 must be filed on or before February 28th of the year following the close of the calendar year during which payment was made. A copy of the Form 1099 must be given to the person to whom the payment was paid no later than January 30 following the close of the calendar year.
- C. State Income Tax Returns. Sections are not necessarily exempt from state taxes and may be required to file various state income tax returns. Through the aid of local counsel or the local office of IEEE's Accountants, each Section should ascertain whether it is complying with the applicable state laws.
- D. Annual Accounting. IEEE's taxable year is the calendar year. In order for IEEE Headquarters to be able to file reports on behalf of all its subdivisions and to maintain a uniform means of internal accounting, it is necessary that each Society or Section render a financial statement to IEEE Headquarters at the end of each calendar year.

12.4 IEEE Foundation, Incorporated

The IEEE Foundation, Incorporated, is a separately incorporated organization associated with IEEE, established exclusively to support the scientific and educational purposes of IEEE. The U.S. Internal Revenue Service has determined that the Foundation is exempt from United States Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, and that the Foundation is not a private foundation for Federal tax purposes. Accordingly, donations, bequests and grants intended to further the scientific and educational programs of IEEE should be made to IEEE Foundation, Incorporated. Bequests to the Foundation will be deductible for U.S. Federal estate tax purposes. Lifetime gifts will be deductible for U.S. Federal gift tax purposes, and will also generally be deductible for U.S. Federal income tax purposes, subject to certain exceptions and limitations. The Foundation has prepared a pamphlet which summarizes the U.S. Federal tax rules applicable to donations to the Foundation, a copy of which may be obtained from the IEEE Foundation, Incorporated, at 3 Park Avenue, New York, NY 10016-5997, U.S.A. Each donor should consult with his individual tax adviser to determine if his contribution will be deductible. Officers and committee members of IEEE organizational units, on becoming aware of a pending donation, bequest, or grant directly to IEEE, should immediately notify the donor of the contents of this Policy Statement and should notify the IEEE Foundation, Incorporated, at 3 Park Avenue, New York, NY 10016-5997, U.S.A., of the pending payment, its donor, and its intended purpose. Further information on the Foundation may be obtained at the address given.

All funds held by the IEEE Foundation must be expended solely to support the scientific, educational purposes of IEEE, and may not be used in support of its professional activities.

12.5 Use of Legal Counsel by IEEE Units

Corporate counsel engaged by IEEE management shall be used by the IEEE and all of its subsidiary units in all matters related to IEEE policies and interests. Approval by the IEEE Executive Director is required on requests for legal advice from IEEE subsidiary units before they are submitted to IEEE corporate counsel. With the approval of the IEEE Executive Director, another counsel may be deemed appropriate after consultation with IEEE corporate counsel.

12.6 Contracts with Exclusive Rights

No organizational units of IEEE shall enter into any contract or agreement (i) that obligates IEEE or any of its organizational units to refrain from entering into similar contracts or agreements for goods or services similar to those to be provided by the other party to the subject agreement, or (ii) otherwise grants to such other party exclusivity as to the provision of the goods or services to be provided under the subject agreement, without first notifying the IEEE Board of Directors. Such notification shall be made in advance of finalization of the agreement and in sufficient time for the Board of Directors to consider the action.

12.7 Media Contact

Inquiries from the media to members of the Board of Directors, Major Boards, or major Committees on Institute-level issues involving current legal proceedings or having the potential for legal action, or concerning issues that are potentially detrimental to the IEEE's reputation and positive image, are to be referred to the Corporate Communications. If specifically asked to comment, such members may do so as long as they clearly state this is only their personal opinion and it is not necessarily the official position of the IEEE. Corporate Communications will be responsible for documenting each inquiry referred to it pertaining to legal or sensitive matters and will coordinate the response by the President or, if deemed appropriate by the IEEE Executive Director, by legal counsel.

12.8 IEEE Records Management Policy Statement

IEEE creates, delivers and exchanges information in many ways and, therefore, we must demonstrate accountability by handling and managing records properly. For the purpose of this Policy, records include all documentary materials, regardless of media type, physical form or characteristics, made or received in connection with the transaction of our business.

It is the policy of IEEE to maintain complete, accurate and high-quality records where those records are important to the continuing work of the organization and to comply with legal and regulatory requirements. Materials relevant to pending or threatened litigation, subpoenas and governmental investigations are to be retained and not destroyed until the action or inquiry is concluded. In addition, records required for audits shall be retained as necessary during the audit. No materials relevant to such actions or inquiry shall be destroyed, including through ordinary document retention procedures and automated electronic deletion programs. Destruction of records to avoid disclosure in a legal proceeding may constitute a criminal offense. The IEEE Legal and Compliance Department shall have primary responsibility for the identification and preservation of responsive materials, but all employees and volunteers have an independent obligation to assure that this Policy is observed. Documents that are not necessary for business, legal, and regulatory requirements shall be discarded on a regular basis.

Retained documents shall be effectively organized to facilitate their continued use in the business of the organization.

Specific procedures related to records retention shall be contained in the Records Management Program approved by the IEEE Executive Director. Compliance with the requirements of this policy shall be reviewed by the IEEE Legal and Compliance Department.

12.9 IEEE Privacy Policy Statement

It is the policy of the IEEE to respect the privacy of personal information that may be collected by the IEEE, including information gathered from the use of <http://www.ieee.org> and other IEEE websites (collectively, the “websites”) and interactions with IEEE offline. Specific information related to the collection and treatment of personal information by the IEEE shall be contained in the “IEEE Privacy Policy”, which shall include, but not be limited to (1) defining the types of information collected, (2) describing how that information may be collected, used, and shared, and (3) describing how individuals may set preferences concerning the collection, use and sharing of that information. The IEEE Privacy Policy and the supporting IEEE Data Access and Use Policy shall be approved by the IEEE Executive Director after consultation with the IEEE President and the Chairs of the Major Boards and shall be made accessible on the IEEE website at www.ieee.org/privacy.

12.10 Antitrust and Fair Competition Policy

IEEE requires that all IEEE activities comply with applicable competition and antitrust laws. These laws are designed to protect the competitive process from monopolization (or, in many countries, abuse of dominance) and from agreements that unreasonably restrain trade. For example, an agreement between competitors that simply fixes the price at which they sell their competing products or allocates customers or territories between them is illegal. For a more detailed description of the competition and antitrust laws applicable to IEEE, see the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html> . For additional information relating to standards development, see <http://standards.ieee.org/develop/policies/antitrust.pdf>.

12.11 Economic Sanctions and Embargoes Policy

IEEE is subject to the jurisdiction of the economic sanctions and trade embargo regulations administered and enforced by the U.S. Treasury Department’s Office of Foreign Assets Control (“OFAC”). These regulations impact various IEEE activities including membership, conferences, awards, publishing and travel. Consequently, IEEE may not be able to provide certain services to certain designated countries or entities or individuals from those countries or entities. A more detailed description of OFAC and the economic sanctions and embargoes applicable to IEEE can be found on the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html>. If a compliance question arises no action should be taken until consultation with the Legal and Compliance Department has occurred.

12.12 Anti-Boycott Policy

IEEE is subject to the U.S. anti-boycott laws which prohibit it from participating in international boycotts that are contrary to U.S. national policy. Such laws require IEEE to report any requests from third parties to engage in prohibited conduct. A more detailed description of the anti-boycott laws applicable

to IEEE can be found on the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html> .

12.13 Anti-Bribery and Corruption Policy

IEEE prohibits making any improper payment, promising payments or providing anything of value to foreign officials or their family members for the purpose of obtaining or retaining business or influencing official action. Foreign officials include persons employed by or representing a foreign government, officials of a foreign political party, officials of public international organizations, candidates for foreign office and employees of state-owned enterprises. In addition to offering or giving payments, gifts or entertainment to a government official or to a family member of a government official, making an offer to a third party or charitable organization suggested by the recipient or offering employment opportunities to a government official or a family member of an official may also violate anti-bribery laws.

Payments made indirectly through an attorney, consultant, contractor or other third party are subject to exactly the same restrictions and any IEEE representatives need to know who is acting on behalf of IEEE and what they have been engaged to do. For a more detailed discussion of the obligations of IEEE and its representatives in this area, see the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html> .

SECTION 13 – NOMINATIONS AND ELECTIONS

13.1 Objectives

The objectives of the IEEE's nomination and election procedures are to choose the best qualified persons for the various offices throughout the IEEE, on the one hand, and to involve as many members in the selection process as possible, on the other. It is necessary that all candidates nominated for office be highly qualified, and it is therefore essential that all IEEE nominating committees show great diligence and exercise judgment in making nominations. To the maximum extent appropriate, the membership of IEEE committees, candidate slates, and appointments shall reflect the global nature of IEEE membership.

It is essential that special attention be paid to this aspect of the IEEE's business, and that the nominating process be visible to and understood by the members. It is therefore the IEEE policy that all training sessions, workshops and orientation material shall stress the importance of an informed, diligent and visible nominating procedure at all levels.

Where practicable, electors should be offered a choice of candidates. In all cases there must be a procedure for additional nominations from the membership at large, as provided in the IEEE Constitution and Bylaws.

13.2 Nomination of Candidates for Elective Office and Committees of IEEE

- A. Elective Office. The Bylaws provide that the Chair of the IEEE Nominations and Appointments Committee shall contact the various IEEE organizational units each year inviting the submission of suitable candidates to be considered by the IEEE Nominations and Appointments Committee for the various elective offices of the IEEE. The Call for Nominations shall specify the deadline date for submission and shall indicate the name and address to which the nominations shall be mailed.
- B. Committees of IEEE. All organizational units of the IEEE are encouraged to submit the names of candidates eligible to serve IEEE on the Committees of IEEE, which are vital to the conduct of IEEE operations. At the appropriate time, the Call for Nominations for such appointments will be issued, and all organizational units of the IEEE are urged to cooperate in these important efforts by submitting the names of qualified candidates to the IEEE Nominations and Appointments Committee.
- C. To provide the widest opportunity for qualified members to serve Committees of IEEE, a rotation procedure has been established. Members of Committees of IEEE and any subcommittees of the Committees of IEEE shall generally be appointed for no longer than three consecutive years, with approximately one-third of the members to be appointed each year. If the appointment of the members in a given year, as provided in this Statement, does not provide a full committee complement, then a sufficient number of members, who have served three years, may be invited to serve an additional one-year term, to make up the full committee complement. An outgoing Chair may be appointed to membership for one year following his/her term of office as Chair, irrespective of the duration of his/her prior service. A Chair shall not be appointed to serve more than two consecutive terms as Chair. Exceptions to these limitations shall be considered by the Board of Directors on the basis of the nominator's recommendation, provided that it is accompanied by a detailed statement of pertinent circumstances.

- D. The nominees' and appointees' Region and previous service in the position for which they are being nominated shall be identified at the time that they are proposed. The President and Chairs of the major boards shall report at the final Board of Directors meeting each year on the geographic make-up of their committees, candidates slates, and appointments.

13.3 Elections and Electioneering

- A. IEEE Policy. Election campaigns that provide information to IEEE voters about candidates and proposed Constitutional Amendments, and Referendums are encouraged.
1. Candidates. Candidates are individuals who have been approved to have their names appear on an official slate by an IEEE organizational unit. IEEE organizational units are not obligated to offer petition candidates (IEEE Bylaw I-307.10) retroactive provisions for campaigning opportunities that were not available to them before they were officially declared candidates.

- i. Election campaign activities are defined as activities intended to promote or inform IEEE members and voters about a candidate. Examples include, but are not limited to, the use of postal mailings, email, any forms of electronic communications as defined in IEEE Policies.

Campaign messages are defined as communications that contain information advocating or discussing a candidate's qualifications, positions on issues, or other information intended to make an impression on voters.

Petitioners are not considered candidates until the pertinent organizational unit has determined that their petition has met the conditions that would make the petitioner an official candidate.

2. Election Code of Conduct. All IEEE elections shall be conducted with the utmost integrity, shall adhere to the IEEE Code of Conduct and shall be paragons of fairness, accuracy, truthfulness, transparency, consistency, and collegiality.

The campaigning process shall offer equal opportunity to all candidates, while promoting and maintaining mutual respect. The responsibility of maintaining these standards falls upon the candidates, the organizational units conducting the elections, officers, staff, volunteers, and all committees involved in managing and overseeing the election process.

While IEEE continues to inform its community about the expected campaigning practices, and strives to develop guidelines reflecting the true spirit of volunteering to serve the profession, it is impossible to conceive of all possible scenarios that could take place during elections.

It is expected that all candidates:

- 1) sign and comply with the Election Code of Conduct, and
- 2) self-impose and adhere to the highest standards that are far above the minimum threshold identified as violations of the IEEE Election guidelines.

The conduct of candidates during the election campaign is a reflection of their character and provides insight into their professionalism and the ethical standards they will uphold in a leadership position.

3. Dissemination of Candidate Information. It is the policy of IEEE to inform all members of the views of all candidates in the elections of IEEE, including candidates nominated by petition. The primary vehicle to accomplish this objective is to publish the candidate's biography and statement in the ballot package, and on the IEEE Annual Election website.
 - i. For IEEE President-Elect candidates, the IEEE Election Oversight Committee shall be responsible for coordinating campaign messages to the membership, organizing at least two candidate events, hosting candidate webpages, and providing candidates with guidelines.

Campaigning guidelines for IEEE Organizational Units are defined in IEEE Policies, Section 13.3.C.1.i.
 - ii. All election campaign activities for the IEEE President-Elect candidates may begin after the final IEEE President-Elect candidate slate has been announced in accordance with IEEE Bylaw I-307.9.
4. Discussion for Constitutional Amendments and Referendums. It is the policy of IEEE to facilitate open discussion, including opposing views, of issues and initiatives to appear on the ballot (Constitutional Amendments and Referendums) regardless of the source (in accordance with IEEE Bylaw I-308).

Discussion of candidates and their views for office is permitted, as delineated further in Section D5. Opinions on initiatives may be presented that relate to the interests of the members.

5. Vetting of Candidates and Reviews of Credentials. Formal review of qualifications of individuals who are proposed as candidates in IEEE elections (nominees, petitioners, and petition candidates) shall normally be done by the organizational unit responsible for their selection and by the IEEE Legal and Compliance Department. This review shall normally be completed before an individual is nominated. IEEE reserves the right to conduct additional reviews to address legal or ethical questions.

Should pertinent legal or ethical questions, or questions about credentials of candidates or potential candidates be raised, the matter shall be referred to the IEEE Election Oversight Committee. In some cases, the IEEE Election Oversight Committee may develop a recommendation to disqualify a candidate based on this referral, as follows:

- a) Additional Review – Candidates on the IEEE Annual Election Slate. The IEEE Election Oversight Committee shall make recommendations to the IEEE President in a timely manner to disqualify a candidate, along with procedures for substituting another candidate for the disqualified candidate if such substitution is deemed necessary or appropriate. The IEEE President shall report any actions taken to the IEEE Board of Directors.

- b) Additional Review – Other Candidates. The IEEE Election Oversight Committee shall make recommendations to the Chair of the pertinent IEEE organizational unit to disqualify a candidate, along with procedures for substituting another candidate for the disqualified candidate if such substitution is deemed necessary or appropriate. The Chair shall report any actions taken to the governance body of the responsible organizational unit. The IEEE Election Oversight Committee shall establish a timeline and procedures that are suitable for the specific election in question, including procedures for appeal by the candidate. If a candidate appeals the disqualification decisions, the decision of the body designated by the IEEE Election Oversight Committee to hear the appeal shall be final.

B. Grounds for Disqualification that Require a Recommendation by the IEEE Election Oversight Committee.

The development of disqualification recommendations for nominees, candidates, or petitioners by the IEEE Election Oversight Committee shall be governed by procedures specified in the IEEE Election Oversight Committee Operations Manual . These procedures shall guarantee a thorough and fair review of evidence in context, and opportunities for the individual under review to address and comment on charges.

Grounds for disqualification shall include at least one or more of the following:

1. Past sanctions that were imposed on the individual under review, involving violations of IEEE Bylaws, IEEE Policies, Operations Manuals, IEEE Code of Ethics, IEEE Code of Conduct, or other procedures and decisions adopted officially by an IEEE Organizational Unit. Examples include violations of campaigning rules; plagiarism and other violations of publication policies; violations of IEEE Policy Section 12.9 IEEE Privacy Policy; refusal to comply with legal compliance rules (e.g., refusal to submit a Conflict of Interest form); and financial mismanagement or misappropriation of IEEE assets.
2. Verified information pointing to a substantial violation of IEEE Bylaws, IEEE Policies, Operations Manuals, IEEE Code of Ethics, IEEE Code of Conduct, or other procedures and decisions officially adopted by the organizational unit.
3. Verified information pointing to moral turpitude (act of baseness, vileness, or depravity in the private and social duties which a human owes to his/her fellow humans, or to society in general, contrary to the accepted and customary rule of right and duty between human and human) by the reviewed person, namely conduct that is considered contrary to community standards of justice, honesty or good morals.

C. Campaigning Guidelines for IEEE Organizational Units.

1. IEEE seeks to provide candidates in IEEE elections with opportunities to address their electorate in IEEE meetings and publications, provided that:
 - (1) such campaigning activities are consistent with the purpose, format and conduct of the pertinent IEEE meeting/publication; and
 - (2) the same opportunities to address the electorate in a meeting or through a publication are offered to all candidates, within reason, and to the extent practicable.

2. Subject to rules or policies adopted by the IEEE Board of Directors, the governing body of each IEEE organizational unit shall be responsible for establishing guidelines to implement the IEEE campaigning policy. Each organizational unit shall conduct campaigning activities in accordance with those guidelines. The member of the IEEE Board of Directors responsible for each organizational unit is ultimately accountable to the IEEE Board of Directors to resolve questions concerning adherence to the IEEE campaigning policies.
 - i. All election campaigning activities for the IEEE President-Elect candidates may begin after the final slate has been announced in accordance with IEEE Bylaw I-307.9.

As defined in IEEE Policies, Section 13.3.A.1.i, election campaign activities are defined as activities intended to promote or inform IEEE members and voters about a candidate.

3. IEEE organizational units should encourage eligible voters to vote in IEEE elections, and direct voters to the ballot, and to the Annual Election website. However, organizational units and their committees shall not endorse candidates, pass resolutions that endorse candidates, or publish documentation (such as meeting minutes) that endorse candidates or quote endorsements of candidates.
4. In accordance with IEEE Bylaws, members of the IEEE Election Oversight, IEEE Nominations and Appointments, and IEEE Tellers Committees with involvement in election related matters shall not engage in campaigning.

D. Means of Informing Members of IEEE Organizational Units.

1. Campaign-Related Communications.

A) Members may be informed of the candidates' views and of issues related to initiatives via:

- messages sent by the candidate to potential voters,
- publications and related means created and maintained by the candidate and/or the candidate's supporters,
- IEEE meetings/events, conferences and publications.

Equal opportunity shall be provided to all candidates for the same elective position. Within the guidelines established by the IEEE and the governing body of the organizational unit, the editor, conference chair or other individual responsible for the activity shall determine the information to be presented or published, within the guidelines established by the governing body of that organizational unit, provided all candidates are treated equally.

All forms of electronic communications such as website, portals, mobile applications, and "social media" shall adhere to the guidelines defined in IEEE Policies, Section 9.28.

- i. IEEE will create, provide, and maintain equal opportunity to the IEEE President-Elect candidates.
- ii. The editor, conference chair, or other individual responsible for an activity shall determine the information to be presented or published in accordance with the IEEE Election Oversight

Committee guidelines based on IEEE Bylaw I-307 and IEEE Policies, Sections 9.28, 13.3, 13.7, and 14.1.

- B) The sending and management of certain candidate messages and certain candidate publications are governed by the IEEE Policy on Mailing Lists and Rosters (Section 14) and may be regulated further by guiding documents recommended by the IEEE Election Oversight Committee and approved by the IEEE Board of Directors.
 - i. IEEE will communicate IEEE President-Elect candidates' election campaign messages. IEEE President-Elect candidates and their supporters shall not communicate to the membership regarding election campaigns.
 - ii. As defined in IEEE Policies, Section 13.3.A.1.i, election campaign activities are defined as activities intended to promote or inform IEEE members and voters about a candidate.
- 2. In all campaign-related communication with potential voters, candidates and their supporters shall:
 - i) Include provisions for opting out from future communications.
 - ii) Include reminders about the need of recipients to adhere to IEEE policies, especially IEEE Policy on Mailing Lists and Rosters (Section 14).
 - iii) Avoid practices that would be interpreted by a reasonably prudent person as obtrusive or falling under the category of "spam".
 - iv) Include the following disclaimer:

The opinions expressed herein are the opinions of the author and not necessarily the opinions of IEEE.

3. Election Campaign Guidelines for Conference Meeting Organizers.

Conference/meeting organizers may arrange for candidates to make presentations to the attendees within designated sessions and forums.

- i. IEEE Organizational Units may initiate and shall fund such IEEE President-Elect candidate campaign sessions and forums in accordance with the guidelines provided in IEEE Bylaw I-307 and IEEE Policies, Sections 9.28, 13.3, 13.4, 13.7, and 14.1.

The same opportunity to participate and present shall be given to all candidates, as follows:

- a) All candidates shall be invited at least sixty (60) calendar days in advance of the event and be given fourteen (14) calendar days to respond to the invitation;
 - i. IEEE President-Elect candidates shall be invited at least twenty-one (21) calendar days in advance of the virtual event by the organizers and be given seven (7) calendar days to respond to the invitation; invitations for in person events shall be sent at least sixty (60) calendar days in advance of the event and be given fourteen

(14) calendar days to respond to the invitation; lead time may be waived if all candidates have agreed to the waiver.

- b) If the event provides funding to some candidates to appear in an election-related forum then all candidates shall be provided with equivalent funding. "Equivalent funding" means that if the event funds candidates' travel, all candidates shall receive funds that allow them to arrive at the event in time for the presentation, using the usual and customary mode of transportation from their official home address, as recorded by IEEE, to the venue of the event. Candidates whose official home address is more than 80 kilometers away from the venue of the event shall receive funding for the necessary usual and customary lodging associated with the timing of their presentation;
- c) All candidates shall be given the choice to appear in person or through remote communication means;
- d) If some candidates do not respond in time to the event's invitation or decline/fail to participate, then the planned session/forum can proceed without those candidates, provided that the names and affiliations of all candidates for the same position are provided to forum/session attendees;
- e) If a candidate is unable to participate in a debate or presentation they can submit a video presentation that conforms in length and format to the constraints of the forum/session as determined by the event organizers.
- f) Distribution of material requires consent of the organizers of the conference/meeting.

4. Guidelines for Presentations and Discussions for Constitutional Amendments and Referendums.

Organizers of conferences and meetings may arrange public presentations and discussions related to Constitutional Amendments and Referendums:

- a) Distribution of material requires consent of the organizers of the conference/meeting;
- b) Equal opportunity to express their views shall be given to the individuals who support or oppose the referendum proposals;
- c) The presentations and discussions shall not include statements from IEEE organizational units. In order to ensure IEEE members are well informed, members in the IEEE organizational units are encouraged to participate in the discussion and need not endorse or oppose a position;
- d) If the IEEE Board of Directors has previously adopted a motion endorsing or opposing a Constitutional Amendment or Referendum, members of the IEEE Board of Directors may not participate in discussions that undermines the motion of the IEEE Board of Directors.

5. Guidelines for Publishing Material Related to Constitutional Amendments and Referendums.

Editors of IEEE publications who plan to publish material related to Constitutional Amendments and Referendums shall adhere to the following guidelines:

- a) Equal opportunity to express their views shall be given to the individuals who support or oppose the Constitutional Amendments and Referendum proposals;
- b) The published material shall not include statements from IEEE organizational units.
- c) Individuals may publish statements. If IEEE volunteer titles are listed, the following disclaimer shall be included:
The opinions expressed herein are the opinions of the author and not necessarily the opinion of the IEEE.
- d) If the IEEE Board of Directors has adopted a motion endorsing or opposing a Constitutional Amendment or Referendums, members of the IEEE Board of Directors may not publish statements that undermine the motion of the IEEE Board of Directors.

6. Guidelines for Publishing Election Related Materials.

Editors of IEEE publications who plan to publish election related materials are encouraged to seek written material from candidates, pose questions of interest to their readership, and request position statements from candidates. The same opportunity shall be given to all candidates to participate:

- a) All candidates shall be given at least fourteen (14) calendar days to respond to the request for written material;
- b) Candidates shall be given at least forty-five (45) calendar days to prepare the requested written material, inclusive of the fourteen (14) calendar days allotted for response as defined in IEEE Policies, Section 13.3.D.5.a;
- c) The same instructions in terms of objectives, issues and length are given to all candidates and enforced uniformly;
- d) If a candidate fails to respond or to meet the deadline, the planned election-related item can be published using material submitted by the other candidates who responded in time, provided that all candidate names and affiliations for the same position are provided as part of the published item.

7. Editorials, Support/Opposition Articles and Endorsements.

- a) Concerning Candidates. The publication of editorials, support or opposition articles, and endorsements in official IEEE publications is prohibited. This is due to the great difficulty of ensuring equal opportunity for all, candidates in responding to or confronting editorials, support articles, articles that criticize certain candidates, and endorsements. Candidates may include such material on their personal websites, social media, or other documents.
 - i. IEEE President-Elect candidates may not include support articles, endorsements or articles that criticize a candidate on their candidate webpage or in brochures or other written documents.

- b) Concerning Constitutional Amendments and Referendums. Editorials and support or opposition articles about Constitutional Amendments and Referendums are permitted, provided that:
 - i) Equal opportunity to express their views shall be given to individuals who support or oppose the Constitutional Amendments and Referendum proposals.
 - ii) The editorials and support or opposition articles shall not include official statements from IEEE Organizational Units. Individuals including members from the IEEE Board of Directors and leadership from Organizational Units, are encouraged to participate in the discussion without endorsing or opposing, in order to ensure IEEE members are well informed.
 - iii) If the IEEE Board of Directors has previously adopted a motion endorsing or opposing a Constitutional Amendment or Referendum, members of the IEEE Board of Directors may not participate in the discussion in a way that undermines the motion of the IEEE Board of Directors.
- 8. Routine Non-Campaigning Activities of Candidates. Some candidates may hold volunteer positions that provides them with access to publications and travel to IEEE activities and events or give them an opportunity to address wide audiences. The candidates shall refrain from using the associated IEEE activities, events and publications for campaigning. It is permissible to advertise that the individual is a candidate for an elected IEEE position, provided that the names and affiliations of all other candidates for the position are mentioned at the same time/instance.
- 9. Non-Routine Non-Campaigning Activities of Candidates. During the course of an IEEE election, a candidate may be given visibility in roles that are not directly related to the election, but may be perceived as offering this candidate with significant exposure that may influence potential voters. The variety and diversity of such potential roles precludes the prescription of specific guidelines for each one. However, in the spirit of providing equal opportunity for all candidates, it is recommended that the IEEE event organizers and editors shall refrain from engaging candidates in roles that do not provide equal campaigning opportunity to all candidates. IEEE event organizers and editors shall use their judgment and authority to allow/disallow the assignment of such roles to candidates. The IEEE Election Oversight Committee shall be used as a source of advice and conflict resolution to address such situations.
- 10. Distribution of Election-Related Material at Events. Distribution of election-related materials requires consent of the event organizers. Organizers are encouraged to allow such distribution, provided that it does not interfere with the purpose or orderly conduct of the event. Organizers shall provide all candidates for the same position with the same opportunity to distribute their materials.

Organizers shall provide individuals who support or oppose a Constitutional Amendment or Referendum proposal with the same opportunity to distribute their materials. Organizers are not obligated to contact individuals with interest in distributing material on a Constitutional Amendment or Referendum.

The IEEE Election Oversight Committee shall serve as a resource for conference organizers and volunteers to address questions regarding implementation issues.

11. Violation of Election Campaign Rules. The IEEE Election Oversight Committee may find that a violation of the campaigning rules has occurred, and that this violation has resulted in denial of equal opportunity to a candidacy or positions on a Constitutional Amendment or Referendum to the electorate. In such cases, the Committee may recommend to the head of the relevant IEEE organizational unit that remedial action be taken.
12. Discussion Groups on Constitutional Amendments and Referendums.
 - a) The IEEE Election Oversight Committee shall develop, maintain, and moderate an official discussion group, open to all IEEE members, on Constitutional Amendments and Referendums.
 - b) The discussion group shall be accessible by all IEEE members using their IEEE access credentials.
 - c) The regulations of the discussion group shall be specified in the IEEE Election Oversight Committee Operations Manual and in published instructions for participants of the discussion group.
 - d) Following approval for placement on the IEEE Annual Election Ballot, a discussion of a Constitutional Amendment and Referendum shall be established and facilitated by the IEEE Election Oversight Committee within 10 calendar days.
 - e) Participation in Constitutional Amendment and Referendum discussion groups. Members of the IEEE Board of Directors may participate in the discussion prior to IEEE Board of Directors endorsement/opposition of a Constitutional Amendment and Referendum. If the Constitutional Amendment and Referendum is neither endorsed nor opposed by the IEEE Board of Directors, the members of the IEEE Board of Directors may participate in any such discussion. All other IEEE members are encouraged to participate in the discussions. Organizational units other than the IEEE Board of Directors shall not endorse or oppose a referendum. (See IEEE Bylaw 308.1 Amendments to IEEE Constitution and Bylaws.)
- E. IEEE SPECTRUM and THE INSTITUTE. The Publication Services and Products Board is responsible to define guidelines to the editors of IEEE SPECTRUM and THE INSTITUTE to ensure conformance with these IEEE campaigning policies. The Vice President - Publication Services and Products is accountable to the IEEE Board of Directors for implementation and supervision of the policy. The IEEE Election Oversight Committee may be used as a source of advice with respect to such guidelines.
- F. Paid Political Advertising. Paid political advertisements in any IEEE publications, whether related to an IEEE or any other office, are not allowed.
- G. Violations of IEEE campaigning policies by candidates, petitioners, and other members. Alleged violations of IEEE campaigning policies shall be referred to the IEEE Election Oversight Committee. The Committee's Operations Manual shall specify procedures for investigation of such violations

and development of recommendations for potential sanctions. The Committee may correspond with nominees, candidates, petitioners, IEEE staff members, volunteers, and others to gather information and provide guidance and advice.

The IEEE Election Oversight Committee is responsible for timely investigation of allegations of violations and for providing the head of the responsible organizational unit with recommendations for action if a violation is verified, and if, in the judgment of the Committee, the extent of the violation requires additional action. In this case, the Committee may recommend that candidates be advised of a violation, censured officially by the organizational unit, or have their candidacy terminated by the relevant Major Board as follows:

1. The IEEE Election Oversight Committee may recommend to the IEEE President that Annual Election candidates be advised of a violation, be censured officially, or have their candidacy terminated, in line with the process outlined in IEEE Bylaw I-307.17. Furthermore, the IEEE Election Oversight Committee may make a referral of the violation to the IEEE Ethics and Member Conduct Committee.
2. The IEEE Election Oversight Committee, may recommend to the respective organizational unit that other election candidates be advised of a violation, be censured officially, or have their candidacy terminated, in accordance with IEEE Bylaw I-307.17. If the IEEE Election Oversight Committee recommends termination of candidacy, its recommendation shall include additional guidance concerning the necessary approvals of termination decisions, and opportunity of appeal by the candidate. Furthermore, the IEEE Election Oversight Committee may make a referral of the violation to the IEEE Ethics and Member Conduct Committee.
3. If it is alleged that violations of IEEE campaigning policies were committed by an IEEE member who is not a candidate, the IEEE Election Oversight Committee may take one or more of the following actions:
 - a) Recommend to the relevant Chair of an IEEE organizational unit that the member be advised of the violation by the governing body of the organizational unit, be censured officially, suspended or removed from some or all current volunteer positions in that unit for a specified period of time, or prohibited from accepting new volunteer positions for a specified period of time.
 - b) Recommend to the IEEE President that the member be advised by the IEEE Board of Directors of a violation, be censured officially, suspended or removed from some or all volunteer positions across IEEE for a specified period of time, or prohibited from accepting new volunteer positions for a specified period of time.
 - c) Refer the violation to the IEEE Ethics and Member Conduct Committee, which may recommend additional sanctions, up to and including expulsion from IEEE.
4. All recommendations of the IEEE Election Oversight Committee as well as their disposition shall be reported to IEEE Legal Counsel and be considered in future reviews of candidates for IEEE elected or appointed positions.

- i. IEEE Election Oversight Committee will publish aggregated incidents and corresponding best practices related to IEEE campaigning policies on the IEEE Annual Election website for IEEE members.

13.4 Use of Funds for Electioneering

- A. IEEE funds may not be used for IEEE electioneering, except those expenses normally incurred in publicity and arrangements of meetings and those expenses normally incurred in publication of a newsletter or similar periodical. The same policy is applicable to candidates for office and to proponents and opponents of initiative issues. Candidates for office, or proponents or opponents of initiatives may be invited to appear at meetings to discuss their position, and may be reimbursed for actual travel expenses by the organizational unit organizing the meeting.
 - i. IEEE shall designate resources annually to support the IEEE President-Elect candidates campaign activities. IEEE President-Elect candidates shall only use IEEE provided resources for electioneering. IEEE President-Elect candidates may be invited to appear at sessions and forums to discuss their position. As defined in IEEE Policies, Section 13.3.D.3.i, the IEEE Organizational Unit shall fund such IEEE President-Elect candidate campaign sessions and forums, and provide for the candidate's travel expenses incurred in connection with participating in the event.
- B. The use of IEEE funds for electioneering purposes in any governmental election is prohibited.

13.5 Announcement and Publication of Results of IEEE Elections and Referenda

The IEEE President or an individual designated by the President shall make a public announcement of the results of the IEEE elections and referenda, which shall be published, with counts, in the first available issue of IEEE SPECTRUM or THE INSTITUTE.

13.6 Equal Opportunity for IEEE Service

The IEEE is committed to equality of opportunity for all, and to a belief that its technical and professional interests are best served when a broad spectrum of backgrounds and talent is brought to bear upon its activities. It also recognizes the existence of change in the composition of the future electrical engineering population due to the increasing numbers of women and ethnic minorities entering the field. The IEEE accordingly makes every effort to include on its Boards and Committees, and on the Committees that select such individuals, women and minority members of the IEEE and resource persons where applicable.

13.7 Nominations and Elections – Ballot Material

- 1. Statements.
 - A. Candidate Statements. Initial statements shall be received by Corporate Governance staff from each candidate for elective office who submits a manuscript electronically on or before the first business day following 15 April, provided that the manuscript is written in standard English, and it contains no more than the specified number of words. Individuals who have been successful in their nomination by petition shall submit their materials within ten business days following the petition tally announcement by the IEEE Tellers Committee.

Candidate Statements received shall be date stamped and reviewed by the Corporate Governance staff and the IEEE Election Oversight Committee. Candidate Statements may not include illustrations or tabular matter. If the reviewers believe there are erroneous or legally actionable statements in a candidate's statement, or determines that the word limit has been exceeded, staff shall notify the candidate immediately, so that the candidate can submit modifications within a period of 48 hours. If no modifications are received, the statement shall be referred to the President for adjudication. The President shall decide whether or not to place the statement on the ballot and in what form it shall be published and resolve disagreements between the reviewers and the originator of a statement.

On acceptance of candidate statements, they shall be distributed without further changes. With the exception of typographical errors, which the staff shall correct, candidate statements shall be published verbatim, even when statements may contain errors in syntax.

- B. Statements for Referendums. One statement to be made available in the IEEE-moderated discussion group, shall be provided to the IEEE Executive Director from the initiator of each referendum proposal that shall appear on the current IEEE Annual Election ballot. The written statement shall be received on or before the specified date, and shall contain no more than the specified number of words. Proposed amendments shall be published subject to the provisions of IEEE Bylaw 308.1.

A proposed amendment on the IEEE Annual Election ballot shall be prefaced by a notice of one of the following types:

1. This amendment was placed on the IEEE Annual Election ballot by the IEEE Board of Directors. For statements *for* or *against* this amendment see (a URL or similar reference to an IEEE-moderated discussion group). (See also IEEE Policies, Section 13.3.D.12. Discussion Groups on Referendums and Proposed Referendums.)
2. This amendment was placed on the IEEE Annual Election ballot by IEEE member petition (name of initiator, current or most recent IEEE title if applicable). For statements *for* or *against* this amendment see (URL or similar reference to an IEEE-moderated discussion group)

Other submitting members, titles, and background information may be provided for the official IEEE referendum discussion group and referenced in a URL or similar external reference provided that the reference is made stable at the time of submission of the amendment. (See also IEEE Policies, Section 13.3.D.12. Discussion Groups on Referendums and Proposed Referendums.)

- C. Word Count. All statements from candidates and from initiators of amendment proposals shall be written in standard English and shall not exceed the maximum word length requirement. To determine number of words:

- precede IEEE by an article and count both as one word;
- count an acronym as one word;

- count a discrete alphanumeric as one word—for example, 21st in 21st Century counts as one word;
- titles and other properly hyphenated words shall be counted as one word.

The IEEE Executive Director or his/her designee is authorized to make final decisions on related questions.

Statements exceeding the maximum length shall be returned to authors for editing. Typed, edited copies shall be provided electronically to those who submitted them for their comments. If this process fails to converge on a statement satisfactory to the candidate or initiator and IEEE, the candidate or initiator shall have the option of asking that no statement be published.

Statements by petition candidates and by referendum initiators accepted by Corporate Governance staff shall be placed in the ballot package, together with other election statements, provided that the corresponding petitions have been validated. Official statements received by staff after the statement deadline dates cannot be guaranteed placement within the ballot package.

<u>Statement</u>	<u>Word Count</u>
Candidates for:	
IEEE President-Elect	250
IEEE SA President-Elect	200
IEEE-USA President-Elect	200
Vice President-Elect, Technical Activities	200
Region Delegate/Director	175
Division Delegate/Director	175
Region Delegate-Elect/Director-Elect	175
Division Delegate-Elect/Director-Elect	175
Vice Chair	175
Major Board Member(s)-at-Large	150
Other Office Positions	150
Referendum Statements:	
Initiator's Official Statement	200
Forum Consensus Support Statement	200
Forum Consensus Opposition Statement	200
Board of Directors Statement	200

2. Photographs; Biographies; IEEE Election Website.

Candidates shall submit to Corporate Governance staff, by the date specified, the following information:

- a) A candidate photograph in connection with IEEE election activities shall have been made within two years of the mailing deadline of the election materials in which the photograph will appear, as attested to by the candidate. Photograph requirements shall be specified by the IEEE Tellers Committee.
- b) A personal biography not to exceed 150 words, that rounds out the profile of the candidate's experience outside IEEE activities.
- c) A factual summary of IEEE accomplishments and past service to the IEEE not to exceed 300 words.

Copy will be edited by Corporate Governance staff and the candidate will have the opportunity to review the final copy before it is printed. Approval of the final copy of the candidate materials, in compliance with the bylaws and policies, must be received by the election staff by 12:00 noon Eastern time on the Friday preceding 15 June of the year of the election. Approved materials not received by the deadline will be omitted from the election materials provided to the membership.

The IEEE shall maintain a public annual election website. The website shall be launched no later than fifteen (15) business days after materials are received from, the first (nominated or petition) candidate for an office which appears on the IEEE annual ballot, and all criteria have been met as required. (See also, IEEE Policy 13.7.1.E.) The website shall include information on both nominated and petition candidates, including potential petition candidates who are in the process of circulating petitions. The existence of the website shall be announced in several electronic mail and THE INSTITUTE announcements. The website shall allow eligible voting members to sign petitions either electronically or by printing petitions for mailing to IEEE headquarters.

3. Petitions and Signature Requirements.

A. General Petition Information.

In accordance with IEEE Bylaw I-307.10, individual voting members may propose, by petition, names to be added to the ballot for the offices that appear on the IEEE annual election ballot. In accordance with IEEE Bylaw I-308, individuals may propose, amendments to the IEEE Constitution, by petition.

Individual voting members who wish to circulate a petition shall submit a petition draft to the Board of Directors no earlier than 1 May of the year preceding the election and no later than 15 April of the year of the election. The petition draft (whose text shall follow the text proposed in Section 13.7.3.B.) must be accompanied by a statement by the proposed candidate that he or she is willing to serve if elected.

- i. Individual voting members who wish to begin the petition process for the office of IEEE President-Elect shall submit their petition intention to the IEEE Board of Directors after the IEEE Board of Directors' announcement of their nominated candidates. The petition intention must be received no later than 12:00 noon ET USA (17:00 UTC) on 31 December

of the year preceding the election and accompanied by a statement that they are willing to serve if elected.

The IEEE Election Oversight Committee will be responsible for informing the membership about the availability of the petition process and petitions available for signing. Petitioners and their supporters shall not communicate to the membership about the petitions.

Corporate Governance staff shall advise those intending to seek nomination by petition of the relevant campaigning guidelines approved by the IEEE Board of Directors. All individuals who are circulating a petition or who are successful petitioners shall follow the campaigning guidelines. Petitioners are bound by the principles and relevant provisions of IEEE's campaigning policies. However, they do not enjoy the privileges of candidates (such as equal opportunity to present in IEEE conferences/meetings and publications) until they become official candidates.

Alleged violations of IEEE campaigning policies will be referred to the IEEE Election Oversight Committee. The Committee may correspond with petitioners and others, gather information and provide guidance and advice. The Committee is responsible for timely investigation of allegations of violations and for providing recommendations for action to the chair of the responsible major organizational unit. If a violation is verified, and if, in the judgment of the Committee, the extent of the violation requires additional action, the Committee may recommend that the subject petitioner have their petition revoked.

1. Following a recommendation of the Election Oversight Committee, the President may terminate a petition in the IEEE Annual Election, in line with the process outlined in IEEE Bylaw I-307.16.
2. The head of the responsible major organizational unit may terminate a petition upon recommendation by the Election Oversight Committee that includes guidance concerning any necessary additional approvals of termination decisions, and opportunity for appeal by the petitioner.

Corporate Governance staff shall advise the petitioner of any required changes in the petition's text. If there are disagreements between staff and the petitioner about revision requirements the President will adjudicate the disagreement. Once the petition's text is finalized, but not earlier than 15 May of the year preceding the election, the petitioner may circulate the petition and collect signatures.

- i. Petitioners for the office of IEEE President-Elect may start the petition process to collect signatures after the IEEE Board of Directors' announcement of their nominated candidates.

The complete petition for a Constitutional Amendment shall be submitted in a letter to the Board of Directors, to be received at IEEE Headquarters no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 April of the year of the election.

The complete petition for candidates shall be submitted in a letter to the Board of Directors, to be received at IEEE Headquarters no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 May of the year of the election.

- ii. The petition for IEEE President-Elect candidates shall be submitted to the Board of Directors via the IEEE Annual Election website (www.ieee.org/petition) no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 April of the year of the election.

Corporate Governance staff shall provide to any petitioner, upon request, documentation on the process regarding the collection of petition signatures. The documentation shall include relevant IEEE Bylaws, Policies, and sample petition signature forms. Information on those who sign a petition shall remain confidential.

Verification that a petition has fulfilled the conditions of Bylaw I-307.10 and Policy 13.7 and that the petition candidate meets the qualifications of the office for which he or she is being nominated shall be confirmed by the Tellers Committee. Certification of the petition candidate by the Tellers Committee shall be made known to the Board of Directors promptly.

Once any petitioner has become an official candidate they shall enjoy the same opportunity to address the electorate through IEEE publications and conferences/meetings as do all other candidates per Policy 13.3. IEEE organizational units are not obligated to offer candidates retroactive provisions for campaigning opportunities that were not available to them before they are officially declared candidates.

B. Petition Text for Candidates and Referendum Petitions.

A nominating petition shall, at the time it is signed by the petitioner, set forth the office, the term of the office (expressed in date form), and the name of the proposed candidate.

Following are examples of appropriate statements for petition candidates and petitions for Constitutional Amendments, respectively:

Endorsement for Candidate Petition:

I (We), the undersigned, petition to add (Name of Petition Candidate) to the (Year) IEEE annual election ballot for the position of (Position) for the term (Years). I (We) certify that to the best of my (our) knowledge, I (we) am (are) eligible to vote for this position in the next IEEE annual election.

Note: This petition is not being signed nor circulated any earlier than as specified in IEEE Policy 13.7 and will only be accepted if received by IEEE Headquarters by the date and time specified by the same policy. All members who sign this petition must be voting members in good standing at the time their signatures are received by IEEE Headquarters.

Endorsement for Referendum Petition:

I (We), the undersigned, petition to add to the (Year) IEEE annual election ballot the following amendment to the IEEE Constitution: (Statement of Amendment).

In addition, petitioners shall include a statement providing a description of the proposed Constitutional change and the purpose of their petition. The explanation shall be written in standard English and must not exceed 200 words, counted in accordance with IEEE Policies. The petition shall also include a brief summary statement describing any significant expected financial, policy or operational impacts on the IEEE that may result from the proposed Constitutional Amendment. This statement shall be based upon an analysis conducted by the IEEE Finance Committee and the IEEE Audit Committee as part of the petition process that shall be completed within 45 business days from the date the petition is received at the office of the IEEE Executive Director. The initiator shall be invited to work with the IEEE Finance Committee and the IEEE Audit Committee to develop this brief summary statement. The initiator can submit a separate summary statement of similar length if an agreement cannot be reached jointly. The summary statement(s) of the analysis shall accompany the official Constitutional Amendment petition form being circulated for signatures, and if the petition is qualified, it shall appear on the IEEE Annual Election ballot.

C. Signature Requirements.

Signatures can be submitted electronically through the official IEEE annual election website, or by signing and mailing a paper petition. The name of each member signing the petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, Membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE annual election website or original signatures on paper petitions shall be accepted.

- i. For IEEE President-Elect petitioners, signatures shall be submitted electronically through the official IEEE annual election website (www.ieee.org/petition).

The number of signatures required on a petition shall depend on the number of eligible voters, as listed in the official IEEE membership records at the end of the year preceding the election.

Information on the exact number of signatures required for a specific petition may normally be obtained from Corporate Governance Staff by 15 March of the year of the election. As signatures are obtained, they shall be submitted to the Corporate Governance Staff, in advance of the deadline date for petitions, in order for staff to begin the verification process. A signature shall be considered valid if the signer is eligible to vote for the office sought by the proposed candidate at the time the signature is submitted to IEEE Operations Center. Otherwise, the signature shall be considered invalid.

For all positions where the electorate is less than or equal to 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions where the electorate is more than 30,000 voting members, 300 signatures of eligible voters plus 1% of the number of eligible voters shall be required.

13.8 Procedure for Selection of IEEE President-Elect

IEEE President-Elect candidates are selected by the IEEE Board of Directors using the following procedure:

1. The entire process shall be conducted in Executive Session.
2. Place the Nominations and Appointments Committee (N&A) slate into nomination. Due to the perceived conflict of interest, Board members on the N&A slate shall leave the room.
3. Place the names of qualified nominees received in accordance with IEEE Bylaw I-307.3 into nomination. Due to the perceived conflict of interest, Board members who have qualified shall leave the room and not participate in the vote.
4. Board members leaving the room because their names have been placed in nomination (steps #2 and #3), shall not return to the room until after the completion of voting (step #8), except as required to make their presentations (step #6).
5. Determine the number of candidates (one or more) to be recommended to the membership and placed on the ballot for President-Elect.
6. In random order, individuals on the slate shall address the Board of Directors for five (5) minutes followed by five (5) minutes of questions and answers. If a nominee is unable to attend the Board of Directors meeting, either in person or via electronic/telephonic means, he/she may designate a member of the Board of Directors to read a prepared statement on his/her behalf but no questions and answers shall follow for that candidate.
7. After all individuals have made presentations, the Board shall deliberate on the qualifications of those individuals on the slate.
8. Votes shall be taken by secret ballot to achieve a rank order of the candidates to fill the number of slots on the ballot determined in step #5 above.
 - a. A majority of those present and eligible to vote is required for a candidate to be placed on the ballot.
 - b. Approval plurality voting (vote for all whom you approve of) shall be used for any vote with three or more candidates. Selection plurality voting (vote for one only) shall be used for any vote with less than three candidates.
 - c. Individual(s) receiving the most votes, up to the number determined in step #5, shall be placed on the ballot.
 - d. If the slate to be presented to the membership cannot be determined due to a tie, a vote shall be taken to break the tie.
 - e. If the number of candidates receiving a majority is not sufficient to populate the slate as determined in step #5, the Board of Directors shall revisit step #5. Should it be agreed that the number of slots as originally determined stands, the remaining candidates shall be voted on until the slate is complete.

SECTION 14 – IEEE MAILING LISTS AND ROSTERS

14.1 Use and Control of IEEE Mailing Lists

IEEE membership mailing lists, whether obtained through IEEE Headquarters or through any IEEE organizational unit, may be used only in connection with normal IEEE sponsored activities and may be used only for such purposes as are permitted under the New York Not-For-Profit Corporation Law. They may not be used for campaigning in connection with any office within the IEEE, or for political purposes, or for commercial promotion, except as explicitly authorized hereunder in Section 14.1.I. Any requests to Headquarters for a mailing list shall state the purpose for which the listing is to be used. A request for an exception to the above rule or for billing at member/in-house rates (except as provided in Sections 14.1.I) must be submitted to the IEEE Executive Director.

- A. IEEE membership lists may be assembled on a geographical basis (e.g., Sections or Regions), technical basis (e.g., Societies), or combinations of these two.
- B. The IEEE Executive Director shall be responsible for controlling the use of IEEE membership lists. The IEEE Executive Director may, by written memorandum, authorize one or more members of the IEEE Headquarters staff to act in his behalf, unless specifically excepted in the following paragraphs by the statement: "The IEEE Executive Director may not delegate this authority." Hereunder, when authorization is vested in the IEEE Executive Director, it is understood to include his deputies as specified above. Blanket approvals may be authorized for classes of repetitive requests.
- C. Lists prepared on cards or in strip list form may be requested by any elected or appointed officer of the IEEE or its subordinate units defined as Section, Chapter, Branch, Council, Region, Society, Committee of TAB, TAB, Publication Services and Products Board, Awards Board, or Committees of IEEE, provided:
 - 1. The list will be used only for specific administrative purposes of the IEEE or its subordinate units (including recruitment of members, Chapter organization, etc.);
 - 2. The IEEE Executive Director approves.
- D. Geographical lists, in label form, including geographical technical lists, may be requested by any elected or appointed officer having cognizance of the geographical area covered by the requested lists or by the IEEE Executive Director. The IEEE Executive Director shall verify the validity of the request before processing it.

Example: A Section Secretary may order any list or combination of lists involving only members of the Section. These lists may not subsequently be transferred to any outside organization (unless all provisions of the applicable policy on outside usage have been complied with fully, and only upon written approval of the IEEE Executive Director).

- E. Technical lists in label form may be either the specific lists of Society members or the more general lists based on the IEEE survey of interest:
 - 1. Each Society list may be used freely by that Society, for its own purposes, as the President or his designated alternate may request, except that a Society may not procure a list and subsequently transfer it to an outside organization for non-IEEE use (unless all the provisions

of the applicable policy on outside usage have been complied with fully, and only upon written approval of the IEEE Executive Director).

2. A Society list, or any part thereof, may be released to another entity only with the approval of the IEEE Executive Director.
 3. The portion of the IEEE Technical Interest Profile (T.I.P.) list that is directly related to the technical field of a Society may be utilized by the Society in accordance with Section E(1) above.
 4. Use of the IEEE T.I.P. list, other than as provided in Sections D and E(3), shall be administered by the IEEE Executive Director.
- F. The internal IEEE use of lists assembled on a basis other than geographical and/or technical shall be under the sole administrative control of the IEEE Executive Director. Example: A list assembled on the basis of grade of membership, or on the basis of service on particular committees, whether to be used for administrative or mailing purposes, shall require the approval of the IEEE Executive Director for its preparation and distribution.
- G. Any member may have his or her name removed from mailing lists provided in accordance with this Statement, upon notification addressed to the IEEE Executive Director.
- H. Nothing in this policy shall be construed as limiting the use of IEEE membership lists by the IEEE Headquarters staff in the fulfillment of approved staff housekeeping responsibilities for IEEE.
- I. Candidates whose names appear on a slate which is part of the IEEE Annual Election may have their candidate statements distributed to the pertinent electorate using an IEEE mailing list via electronic distribution means determined and coordinated by IEEE Corporate Governance staff under the following conditions:
1. All candidates for the same position are granted the same opportunity to use the same communication vehicle.
 2. Candidates shall not have access to the mailing lists of the electorates.

The provisions in this section for candidates in the IEEE Annual Election are extended to initiators of Constitutional Amendments.

- J. IEEE mailings lists may not be used by IEEE Annual Election candidates or initiators of Constitutional Amendments for election campaign purposes.

14.2 IEEE Membership Lists Requested by Outside Organizations

- A. IEEE membership lists may be assembled on a geographical basis (e.g., Sections or Regions), technical basis (e.g., Societies), or combinations of these two.
- B. The entire IEEE membership list in any form may be released to an outside entity only with the specific approval of the IEEE Executive Director. The IEEE Executive Director shall report any such release to the IEEE Board of Directors.

- C. Requests for labels by tax-exempt institutions and organizations, as defined in Sections 501 of the 1954 IRS Code, may be honored, provided:
 - 1. The requesting entity shall have pledged that the list will be used only for mailing purposes (defined as per their request) and that procedures satisfactory to the IEEE Executive Director will safeguard the sanctity of the list. When feasible, mailings shall be handled through the facilities at IEEE Headquarters.
 - 2. Responsible IEEE officers or staff shall review each case and recommend approval to the IEEE Executive Director.
 - 3. The rate charged to outside organizations shall be established by the IEEE Executive Director.
- D. Requests by institutions and organizations other than those specified in Section C above shall be referred to the IEEE Executive Director.
- E. If IEEE is a co-sponsor of an activity with outside nonprofit organizations, lists in support of that activity may be obtained by the IEEE co-sponsoring organizational unit in accordance with Policy Statement 14.1. The rate shall be that charged outside nonprofit organizations unless the IEEE co-sponsor negotiates a lower rate, which in no case may be less than the internal rate applicable in 14.1 above. If any organizational unit cooperates in an activity sponsored by an outside nonprofit organization, paragraph 14.2.C shall apply and the statement of cooperation shall be deemed to have fulfilled the requirements of subparagraph 14.2.C.2.

14.3 Use of IEEE Mailing Lists for Educational Purposes

IEEE mailing lists can be made available to educational institutions for purposes consistent with the aims of IEEE. Lists will be released only with the approval of appropriate authorities, as follows: in the case of a Society mailing list, upon the recommendation of the Society President or the IEEE Executive Director; a Section mailing list, upon recommendation of the Section Chair or the IEEE Executive Director; a Region mailing list, upon the recommendation of the Regional Director or the IEEE Executive Director. Rates are established by the IEEE Executive Director.

14.4 Non-Members on Section Mailing Lists

On the recommendation of the Section Chair, the Chair of the Section Membership Development Committee (in those Sections in which one exists), or the Section officer assigned the responsibility for membership promotion, the name of a non-IEEE member may be added to the mailing list to receive notices of Section activities. The name shall be added initially for a period of six months, with provision for one extension of an additional six months period of time. If the individual has not applied for membership by the end of this one year period, his/her name shall be removed from the mailing list with the provision that it not be added as a non-member for the next three years. In addition to those non-IEEE members who receive Section notices in accordance with the foregoing paragraph, on the recommendation of the Section Chair and the approval of the Regional Director, there may also be included individuals whose positions in the community make it desirable for them to be kept informed of IEEE activities. The Section Chair should report annually to the Regional Director concerning names on the Section mailing list which are in this category, and in the process of adding new names, as well as in the annual reporting, a brief statement should be provided justifying the inclusion of each name.

14.5 Commercial Use of IEEE Mailing Lists

The IEEE advertising sales program may include the rental of lists for commercial purposes under terms and at rates established by the IEEE Executive Director. Approvals for Society lists and/or geographical lists shall be handled in accordance with Statement 14.1.

14.6 Section Rosters with Company Affiliations

A Section is authorized to print a roster of its membership including the members' company affiliations and to accept advertising in the roster. The publication shall not be undertaken without the approval of the Section membership through a suitable voting process and the approval of the membership shall be reaffirmed annually. The decisions concerning the format of the roster and pricing considerations shall be the responsibility of the Section Executive Committee. Such Section rosters should not be issued more than once a year.

14.7 Telemarketing

1. Telemarketing efforts by IEEE vendors to IEEE members require the approval of the IEEE Executive Director. Any such request shall be for the purpose of promoting IEEE-produced or contracted products and services only and shall clearly specify the benefit to IEEE of the telemarketing campaign.
2. Telemarketing efforts shall be authorized on a case-by-case basis. Each approval shall take into consideration the impact on a member of more than a minimum number of telemarketing contacts and must provide some explicit means of eliminating from any campaign those members who have requested not to be contacted.
3. Authorization for telemarketing by IEEE vendors shall be provided to such vendor in writing.

SECTION 15 – EXTERNAL COMMUNICATIONS ON PUBLIC POLICY

15.1 Objectives

IEEE recognizes the importance and imperative of contributing to the development of public policy and has established the nature, scope, and limitations of such engagement in IEEE Bylaw I-311. This Section of IEEE Policies defines appropriate IEEE External Communications on public policy, describes their nature and use, and specifies the processes for their approval, communication and maintenance. Additional information pertinent to the operations of the IEEE Global Public Policy Committee and IEEE Organizational Units engaging in public policy activities is contained in their Operations Manuals.

15.2 Scope

IEEE's external communications on public policy shall fall within the scope of the mission, purposes and fields of interest stated in the IEEE Constitution, Bylaws and associated governing documents referenced below. External communications on public policy by IEEE organizational units must additionally fall within the scope of their assigned mission, geographic boundaries and/or subject-matter expertise.

IEEE Constitution

ART I, SEC 2
(Purposes of IEEE)

IEEE Bylaw I-311

IEEE PUBLIC POLICY-RELATED ACTIVITIES

This IEEE Bylaw provides the authorization for IEEE to engage in public policy activities.

IEEE Bylaw I-305.11

THE IEEE GLOBAL PUBLIC POLICY COMMITTEE

This IEEE Bylaw specifies the Mission, Duties and Membership of the IEEE Global Public Policy Committee.

IEEE Bylaw I-107

ORGANIZATIONAL UNITS DEFINED; HIERARCHY, STRUCTURE AND MEMBERSHIP TYPES

This Bylaw provides the definition of "IEEE Organizational Units" used in this Section of IEEE Policies.

IEEE Bylaw I-104.11

The IEEE-designated Fields

Operations Manuals

Copies of IEEE's governing documents are available at
<http://www.ieee.org/about/corporate/governance/index.html>

15.3 Technology Policy Whitepapers by IEEE and its Organizational Units

- A. **DEFINED: A Technology Policy Whitepaper** is a policy document that provides technically sound and balanced information relevant to a public policy issue(s) but does not make policy recommendations.

The purpose of a Technology Policy Whitepaper is to inform policy-makers and the public about technological implications and options relevant to particular public policy issues. It may identify risks/benefits and pros/cons associated with the relevant public policy options, but shall not include specific policy recommendations, endorsement of specific legislation or regulatory proposals, or advocacy of a particular position or outcome. A technical information statement or technology assessment prepared for a policy-making body or process is a form of Technology Policy Whitepaper.

- B. Technology Policy Whitepapers may be developed and issued by IEEE or by IEEE Organizational Units.
1. **IEEE Technology Policy Whitepapers** must be approved by the IEEE Board of Directors. The IEEE Board may delegate responsibility for developing and/or approving IEEE Technology Policy Whitepapers on particular topics to the IEEE Global Public Policy Committee.
 2. **Organizational Unit Technology Policy Whitepapers** shall fall within the scope of the Organizational Unit's assigned mission and subject matter expertise. Each Organizational Unit may determine its own process for development and approval of Whitepapers, which shall be specified in its Operations Manual and which shall include the requirement that they must be approved by the formally constituted governing body of the Organizational Unit.

Prior to being issued, all Organizational Unit Technology Policy Whitepapers shall be reviewed by the IEEE Global Public Policy Committee using criteria outlined in Section 15.6 of IEEE Policies and any issues arising from that review must be resolved.

15.4 Public Policy Position Statements by IEEE and its Organizational Units

A. IEEE Public Policy Position Statements

1. **DEFINED:** An **IEEE Public Policy Position Statement** is a definitive statement of IEEE's corporate position on a matter of public policy, adopted by the IEEE Board of Directors.
2. IEEE Public Policy Position Statements may not be contradicted by Public Policy Position Statements or Policy Communications by IEEE Organizational Units.
3. IEEE Public Policy Position Statements shall be prepared with appropriate consideration of the diverse perspectives of IEEE members with expertise in the field of the Statement. IEEE Public Policy Position Statements may address a topic in detail, but will more commonly address a policy issue broadly, thus providing the opportunity for Organizational Units to provide greater detail or local perspective on the issues addressed.
4. IEEE Public Policy Position Statements may be proposed by any member of the IEEE Board of Directors, by the IEEE Global Public Policy Committee, or by any IEEE Major Organizational Unit.
5. There shall be a class of IEEE Public Policy Position Statements, known as **IEEE Core Public Policy Position Statements**, which are deemed by the IEEE Board of Directors to be of such fundamental importance that they are adopted as IEEE Policies and remain in effect until modified or deleted.

B. IEEE Organizational Unit Public Policy Position Statements

Consistent with IEEE Governing Documents cited above, an IEEE Organizational Unit is a formally constituted body within IEEE that has an approved Charter and/or scope and has a formal place within the hierarchical structure of IEEE. It is understood that the word "Organizational Unit" as used in these guidelines will be replaced by the actual name of the organizational unit in the actual position document developed.

1. **DEFINED:** An **IEEE Organizational Unit Public Policy Position Statement** is a statement of the position of an IEEE Organizational Unit on a matter of public policy that falls within its recognized geographic, technical or business scope.
2. Where an IEEE Public Policy Position Statement exists on a particular subject, any related Organizational Unit Policy Position Statement is subordinate to, and must be consistent with, the relevant IEEE Policy Position Statement, but may extend or expand upon the latter in application to the geographic or technical domain of the Organizational Unit.
3. Prior to being issued, all Organizational Unit Public Policy Position Statements shall be reviewed by the IEEE Global Public Policy Committee using criteria outlined in Section 15.6 of IEEE Policies, and any issues arising from that review must be resolved.
4. Each Organizational Unit may determine its own process for development and approval of Organizational Unit Public Policy Position Statements, which shall be specified in its Operations Manual, subject to the minimum requirement that all Organizational Unit Position Statements must be approved by the formally constituted governing body of the Organizational Unit. Major Organizational Units may place additional requirements on the processes of their subordinate Organizational Units.
5. The name of the Organization Unit responsible for the Public Policy Position Statement shall be included in the Statement, along with the date of its approval by the governing body. Each organizational unit position statement shall also contain the following disclaimer at the close of the formal statement and before any background or attached materials: *"This statement was developed by the [insert name of IEEE organizational unit] and represents the considered judgment of a group of IEEE members with expertise in the subject field. The positions taken by [insert name of IEEE organizational unit] do not necessarily reflect the views of IEEE or its other Organizational Units."*

15.5 Policy Communications by IEEE and its Organizational Units

- A. **DEFINED:** A **Public Policy Communication** is a public statement, typically in the form of a letter, testimony, speech or public remarks, media release, or response to a request for public comment that discusses or describes the position or recommendation of IEEE or an IEEE Organizational Unit on a matter of public policy.
- B. Public Policy Communications may be prepared and disseminated by the IEEE Board of Directors and IEEE Organizational Units subject to the conditions specified herein.

- C. All Public Policy Communications shall be based on approved IEEE or IEEE Organizational Unit Public Policy Position Statements, shall be consistent with relevant IEEE Technology Policy Whitepapers where they exist, and shall be explicit in whether they reflect the position of IEEE or an IEEE Organizational Unit. In exceptional circumstances the requirement that a Public Policy Communication be based on a previously approved Position Statement(s) may be waived by the IEEE President and/or the Chair of the Global Public Policy Committee, or by the chief officer of the Organizational Unit's formally constituted governing body for organizational unit policy communications, upon good justification and prior review of the proposed communication.
- D. IEEE Public Policy Communications shall be approved by the IEEE President, or the Chair of the Global Public Policy Committee. Public Policy Communications by IEEE Organizational Units shall be approved by the chief officer of the Organizational Unit's formally constituted governing body.
- E. IEEE and/or an IEEE Organizational Unit may join with other (non-IEEE) organizations in communicating a shared position on public policy, as long as the shared position is consistent with all relevant Public Policy Position Statements of IEEE and the Organizational Unit.
- F. Amicus Curiae Briefs and other Policy Communications of a legal nature are specialized communications that must adhere to the specific content, process and review requirements outlined in IEEE Policies, Section 7.9.

15.6 Criteria for Review by the IEEE Global Public Policy Committee

When reviewing proposed Organization Unit Technology Policy Whitepapers and Position Statements, as described in this Section of IEEE Policies, the Global Public Policy Committee will consider the following criteria:

- Whether the document conflicts with any current IEEE Whitepaper, Position Statement or policy adopted by the IEEE Board of Directors.
- Whether the document raises matters of significant corporate concern or that impinge on corporate business interests that warrant review by the IEEE Board.
- Whether the document addresses matters of a legal nature that warrant review by IEEE corporate counsel.
- Whether the subject and proposed distribution of the document falls within the geographic and subject-matter jurisdiction of the originating Organizational Unit.
- Whether the document raises matters of joint concern to other IEEE Organizational Units with an interest in the subject matter that would warrant referral to those units for review and coordination.
- Whether the document presents its findings, recommendations, or conclusions, and the basis thereof, in a clear and professional manner.
- Whether the originating Organizational Unit has followed its own internal procedures and processes for development, review and approval of the document.

- Whether the document follows applicable IEEE formatting and identity policies and guidelines, including correct use of IEEE and entity logos.

15.7 Consideration of Minority Views

IEEE's public policy processes shall provide appropriate consideration of the diverse perspectives of IEEE members affected by the proposed policy and/or with expertise in the subject field. IEEE's objectives are best pursued when positions reflecting the broadest possible consensus can be articulated. In the absence of broad consensus on a particular position, it should normally be the practice of IEEE and its Organizational Units to refrain from issuing position statements and/or policy communications unless the contrary views of a significant minority of members are acknowledged in the statement or communication. In such instances, IEEE and its Organizational Units should consider developing Technology Policy White Papers as an alternative.

15.8 Public Availability

Final versions of all IEEE and IEEE Organizational Unit Position Statements, Whitepapers, and Policy Communications shall be submitted as soon as possible after final approval and release to the IEEE Global Public Policy Committee for posting on a freely accessible repository on the IEEE Web Site.

15.9 Annual Review and Expiration

IEEE and IEEE Organizational Unit Position Statements and Technology Policy Whitepapers should be reviewed annually by their originating entities for continued relevance and accuracy, and updated or withdrawn as appropriate.

Except as provided below, all Position Statements and Whitepapers expire on December 31 following the third anniversary of their approval or most recently approved update.

- IEEE Core Public Policy Positions are not subject to automatic expiration.
- When deemed advisable, a specific expiration date or condition may be adopted by the approving entity and affixed to the Position Statement or Whitepaper.

Copies of withdrawn policy documents will be archived and maintained as historical records.

15.10 Policy Communications by Individual IEEE Members

IEEE members shall not purport to speak on behalf of IEEE or its Organizational Units on matters concerning public policy unless authorized by the relevant IEEE authorities.

IEEE members are encouraged, as private citizens, to engage in policy-related activities, including communications with government officials on their own behalf, and may make use of approved IEEE and IEEE Organizational Unit Whitepapers, Position Statements and Policy Communications, as long as they make it clear that they are not personally representing IEEE. While engaged in such activities, members may indicate their IEEE membership and volunteer status.

15.11 OU Public Policy Processes and Operations

Consistent with applicable IEEE Bylaws and Policies, IEEE Organizational Units may establish internal requirements and processes regulating their public policy communications and the related activities of their subordinate Organizational Units.

SECTION 16 – APPLICATIONS FOR MEMBERSHIP, BILLING AND RENEWALS

16.1 New Applicants Schedule

An applicant for IEEE membership shall pay annual dues, and any assessments, with the application submitted. Sponsors of membership applications are encouraged to make such payments when practical to avoid a delay in effective membership as defined in Bylaw I-106.4. Should an application fail, the sum remitted with the application shall be refunded in full.

For new memberships and subscriptions, all applicable dues, assessments and fees shall apply as follows:

If payment is received in the period 16 August to 31 December, inclusive, membership shall continue until 31 December of the following year.

If payment is received in the period 1 January to the last calendar day of February, inclusive, membership shall continue until 31 December of the current year.

If payment is received in the period 1 March to 15 August, inclusive, the dues and assessment, if any, payable shall be one-half of the annual dues and assessment, if any, and membership shall continue until 31 December of the current year.

16.2 Membership Categories; Reduced and Waived Dues/Fees

In accordance with IEEE Bylaw I-102, the requirements to qualify for special categories of membership as well as for any related reduction or waiver of dues, assessment and fees are provided below.

1. Reduced Dues, Assessments and Fees for Minimum Income, Retired and Unemployed Members. Members qualifying for the Minimum Income, Retired, and Unemployed categories of membership may apply for a 50% reduction in IEEE dues, assessments, Society dues, Society periodicals fees, Women in Engineering dues, and, for a two-year period beginning in March 2012 through March 2014, Standards Association individual membership dues. The reduced payments may not be made in installments. Members qualifying under these categories shall not receive any further reduction of dues and fees under any other special program.
 - A. Minimum Income -- The category "Minimum Income" shall be applied to a member or to an applicant for membership above the grade of Student, who submits satisfactory evidence annually to IEEE Headquarters that the member's annual income for the prior year did not exceed the minimum income level. The minimum income level shall be 100 times the amount of the basic IEEE dues. For purposes of this Policy, "annual income" shall mean a member's gross, unadjusted income including the value of all benefits and services from any source, as distinguished from taxable income.

- B. Retired -- The category "Retired" shall be applied to a member or to an applicant for membership above the grade of Student or Graduate Student Member age 62 or older who is not gainfully employed and does not qualify for Life Member status.
- C. Unemployed -- The category "Unemployed" shall be applied to a member or to an applicant for membership above the grade of Student or Graduate Student Member who (1) has become involuntarily unemployed and is seeking employment, or (2) has become voluntarily unemployed for reasons of raising children. A statement of continued unemployment shall be provided with each annual dues payment. In the case of voluntary unemployment, the provisions of this Policy shall not exceed four years.
2. Electronic Membership. Electronic Membership shall be offered to those members of Associate Member, Member, Senior Member or Fellow grade who reside in countries with Gross National Income per capita (GNI/Capita) equivalent to USD 15,000 or less, based on the most recent three-year average GNI/Capita as provided by the World Bank. The GNI/Capita base equivalent of USD 15,000 shall be adjusted tri-annually beginning with the 2019 calendar year to reflect the change in the three-year average of GNI as provided by the World Bank. All fractional amounts shall be rounded to the nearest whole dollar.
- Members who qualify and select Electronic Membership shall be provided digital copies of or electronic access to all the offerings and products provided to full dues paying members, with the exception of the IEEE annual election materials which shall be provided in paper.
- The IEEE dues for higher grade members who qualify and select Electronic Membership shall be eighty dollars (USD 80). IEEE dues for undergraduate Student Members shall be fourteen dollars (USD 14). IEEE dues for Graduate Student Members shall be twenty-seven dollars (USD 27). The dues shall be reduced to twenty-nine dollars (USD 29) for higher grade members, and five dollars (USD 5) for undergraduate Student Members if their country is listed on the World Bank list of Low-income economies. Using these amounts as a base, Electronic Membership dues shall be adjusted annually to reflect the change in the three-year average of the minimum for each year of the following consumer price indices of the Advanced Economies, the World, the U.S., and the Emerging and Developing Economies as published by the International Monetary Fund from such average in the preceding year. All fractional amounts shall be rounded to the nearest whole dollar. The IEEE dues for members who qualify and select Electronic Membership shall not be subject to any further reduction or waiver.
3. Permanently Disabled Member - Dues Waived. The category "Permanently Disabled" shall be applied to a member who has a medically determinable physical or mental impairment which (i) renders the individual incapable of performing any substantial gainful employment, (ii) can be expected to be of indefinite duration or result in death, and (iii) is evidenced by a certification to this effect by a doctor of medicine approved by the IEEE Executive Director. The IEEE Executive Director shall determine the date on which the permanent disability shall have occurred if such determination is necessary. The IEEE dues and assessments, if any, shall be waived for those members who become permanently disabled.
4. Exceptional Circumstances - Dues Waived. Under exceptional circumstances as provided for in the Constitution, such as inability of a member to remit dues due to wartime conditions, the Board of Directors may, if it waives dues, also declare that during the period of such waiver the member has maintained continuous membership. The waiver shall apply to Society dues, and the continuity of

membership during the waiver period shall apply to Society memberships held at the beginning of that period.

16.3 Advance Payment Dues

Any full-dues paying member above Graduate Student Member grade may elect to pay IEEE dues, assessments, and Society dues in advance at the annual rate in effect at the time of payment. The years for which dues and fees have been paid in advance shall be immediately credited to the record of the member in determining his/her eligibility to the designation of Life Member as provided in Bylaw I-102.2. No refund will be made of dues or fees paid in advance.

16.4 Membership Billing, Termination, and Reinstatement

1. Membership Dues Period - Billing Cycle. In accordance with IEEE Bylaw I-108.4, the membership year shall be 1 January through 31 December. A bill covering dues, applicable assessments, and fees shall be mailed to every member not later than the beginning of the membership year. Such bills shall be mailed to the member's last known address on record at the IEEE.
2. Reinstatement of Membership. To reinstate membership, an individual whose membership has been terminated due to the failure to meet the monetary obligations required for membership shall apply for reinstatement and meet the obligations of membership as defined in the IEEE Bylaws. Membership may be reinstated with no loss of continuity of membership upon payment of all dues and applicable assessments covering the period in which membership had been terminated. Membership may be reinstated without continuity of membership upon payment of dues and applicable assessments for the then current membership year. Upon reinstatement of membership, a member shall be entitled to all the rights, privileges, and services and publications associated with his/her grade from and after the date of reinstatement.
3. Periodicals Resumption. Upon reinstatement of membership a member shall be restored to the publication mailing list and receive all issues of IEEE publications to which he/she is entitled from and after the date of reinstatement. Publications that he/she would normally have received had his/her membership status been continuous shall be considered forfeited. However, upon written request these will be supplied if available.

IEEE POLICIES

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS
ENGINEERS, INC.

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New York, N.Y. 10016-5997, U.S.A.



Adopted by the IEEE Board of Directors and incorporating revisions through 19 February 2024.

The IEEE Board of Directors approves changes to the *IEEE Policies* from time to time. This document is updated on a regular basis and the most current version is available at <http://www.ieee.org/policies>.

IEEE POLICIES

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- 13.1 Objectives
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In addition to these policies, more detailed policies and procedures of the Major Boards, Committees and other organizational units are maintained in their respective Charters and Operations Manuals.

These documents are available at the IEEE Governing Documents webpage at

<http://www.ieee.org/about/bylaws>

INTRODUCTION

IEEE Incorporation. IEEE is incorporated under the New York State Not-for-Profit Corporation Law. The text of that law changes from time to time; the IEEE Executive Director should be consulted prior to taking any action which relates to that law.

IEEE Government. The policies, procedures and regulations by which IEEE is governed are embodied in three documents. The IEEE Constitution, which can be approved and amended only by the voting members of the IEEE, contains IEEE's fundamental objectives, organization and procedures. Implementation of the Constitutional provisions, in specific organizational structures and procedures, is entrusted to the IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The third document, the IEEE Policies, is published herewith; its purpose is to provide more detailed statements of specific policies, objectives and procedures than are appropriate for inclusion in the Constitution and Bylaws. The IEEE Policies are approved and amended by the IEEE Board of Directors.

The precedence of these three documents should be remembered by all those engaged in IEEE management duties. The Bylaws may not be in conflict with the Constitution, and the IEEE Policies must conform to the provisions of both the Constitution and the Bylaws. If, after having consulted these documents, questions of procedure or interpretation remain, inquiries addressed to the IEEE Secretary, the IEEE Executive Director, or to members of his/her staff, will receive prompt attention.

Format of the IEEE Policies. The policies and procedures published here have been arranged in sections, each dealing with a different facet of IEEE's operations. The first eight sections cover the activities of the Major Boards and Committees of IEEE. The remaining eight sections cover activities common to several of the IEEE Boards and their organizational units. These include conferences, finances, nominations and elections, legal and tax matters, mailing lists and rosters, and membership.

Those consulting these IEEE Policies for the first time are urged to carefully review the Table of Contents to acquaint themselves with all policies relating to their particular activities within the IEEE.

The following paragraphs summarize the content of each section of the IEEE Policies.

Section 1 - Regional Activities. Regional activities, conducted under the aegis of the Member and Geographic Activities Board, are concerned primarily with the interests of the individual member in the locale of his home or place of employment, and with the activities of local groups of members such as Sections, Subsections, Chapters and Student Branches. The activities are coordinated within each of the ten IEEE Regions by the respective Regional Directors.

Section 2 - Technical Activities. The technical activities of the IEEE, conducted by the Technical Activities Board, embrace the work of the IEEE Societies as well as IEEE-wide technical programs. These activities are intended to serve the specialized technical interests of individual members and groups of members, and to bring the resources of the IEEE to bear on technical questions of local, national and transnational interest.

Section 3 - Educational Activities. The Educational Activities Board prepares and conducts educational programs designed to support the individual member during his professional career, with particular emphasis on continuing education and career development. It also assists the profession at large in such areas as pre-university guidance, accreditation of engineering curricula, professional registration and certification.

Section 4 - Awards Activities. The awards programs of the IEEE are managed and monitored by the Awards Board. Nominations for recipients of IEEE-wide awards are made by the Awards Board to the Board of Directors. Specialized awards within the scopes of the IEEE Societies, Regions, Sections or Councils are established and financed by the respective organizational units, subject to rules set by the Awards Board.

Section 5 - Intersociety Activities. IEEE maintains relations with societies and other organizations throughout the world, and co-sponsors or assists in the operation of national and international conferences. This section specifies policies and procedures in dealing with other organizations.

Section 6 - Published Products and Services. The publications of the IEEE are under the jurisdiction of the Publication Services and Products Board (in the case of Society publications this responsibility is shared with the Technical Activities Board). Since IEEE is responsible for a major share of the world's refereed technical information in electrical and electronics engineering, these duties consume a major share of the IEEE's personnel and other resources. Also included are procedures for protecting IEEE copyrights.

Section 7 - Professional Activities. The professional (as distinguished from technical) activities of IEEE are based on amendments to the Constitution passed in 1972.

Part A: IEEE Policies. Various overriding policies related to professional activities, the IEEE Code of Ethics and other policies as they relate to ethical conduct are contained in Part A.

Part B: IEEE-USA Policies. Responsibility for such activities in the United States has been delegated by the Board of Directors to the IEEE-USA Board. The policies in this section indicate the procedures to be followed in dealing with government bodies and other organizations on matters of professional concern to the membership.

Section 8 - Standards Activities. The IEEE Standards Association is responsible for conducting and coordinating the IEEE's involvement in all standards activities, including on all relations on standard matters with outside organizations, both private and governmental. It also is responsible for appointing IEEE representatives to participate in standard development efforts of other organizations. The overriding objectives of Standards Activities are contained in this section.

Section 9 - Activities of IEEE Organizational Units. This section deals with activities that are common to or shared jointly by several types of IEEE organizational units. It also addresses the usage of standard notations within the IEEE as well as e-mail policy and guidelines and the information disclosure policy.

Section 10 - Meetings, Conferences, Symposia and Expositions. The IEEE as a whole, as well as such units as its Sections, Regions, and Societies, serves as sponsor or co-sponsor of major meetings each year. Since the planning and management of these meetings are largely decentralized, this section serves an important purpose in apprising local officials of applicable policies and procedures.

Section 11 - Financial Matters. This section deals with policies related to volunteer and staff responsibilities regarding the functions and administration of the financial aspects of the IEEE and the organizational units of the IEEE.

Section 12 - Legal and Tax Matters. This section derives from the requirements of United States laws and regulations, particularly those governing the tax status of not-for-profit organizations, to which IEEE must adhere in operations conducted within the United States. These procedures are derived from statutes applying to all similar organizations, and hence are not based on the IEEE Constitution and Bylaws. Since

the penalties for failure to comply with these regulations are substantial, all those engaged in IEEE management should be familiar with this section and follow the procedures exactly.

Section 13 - Nominations and Elections. IEEE is at all levels governed directly or indirectly by members elected to their posts by fellow members. To provide for fully representative elections, a number of detailed provisions, outlined in this section, must be observed.

Section 14 - Mailing Lists and Rosters. Since the distribution of publications and other communications to IEEE members involves the use of mailing lists which would be useful to many other organizations, specific procedures should be in place to protect the lists against unauthorized use. Conversely, authorized use of these lists by appropriate organizations can render an important service to members. The policies in this section deal with procedures to preserve the distinction between desirable and undesirable use of lists by other organizations.

Section 15 - External Communications on Public Policy. This Section defines appropriate IEEE External Communications on public policy, describes their nature and use, and specifies the processes for their approval, communication and maintenance.

Section 16 - Applications for Membership, Billing and Renewals. This section contains information relevant to the membership renewal process, terminations, billing, categories of membership and related dues reductions, and payment schedule.

DEFINITIONS

1. **Bullying.** Bullying is defined as a behavior that a reasonable person would find hostile or offensive, and which causes physical, emotional, reputational, or social harm. It can involve an individual or a group misusing their power, or perceived power. It is often an accumulation of incidences that persistently injures, intimidates, coerces, provokes, frightens, or otherwise harms another person.
2. **Discrimination.** Discrimination is defined as taking negative action against a person either because the person has one or more protected characteristics or refusing to provide a reasonable accommodation for a person's disability or religious belief, restriction, or requirement, treating people differently, either preferentially or with adverse impact; because they have similar characteristics; or because they are from specific groups, unless differential treatment is reasonable, essential and directly related to conducting IEEE business.
3. **Harassment.** Harassment is defined as one form of Discrimination. Harassment is conduct based upon one or more protected characteristics that has the purpose or effect of unreasonably interfering with an individual's participation in IEEE activities or creating an environment that would be intimidating, hostile or offensive to a reasonable person in such a situation. Harassment can occur when submission to such conduct is made either explicitly or implicitly a term or condition of an individual's participation in IEEE activities or used as a basis for decisions affecting that individual's relationship to the IEEE.
4. **Retaliation.** Retaliation is defined as punitive actions taken against persons for exercising their employee or other rights under the laws in good faith, reporting violations of the laws to the proper authorities (i.e. "whistle-blowing") and/or participating in administrative or legal proceedings as a plaintiff, complainant or witness.

SECTION 1 – REGIONAL ACTIVITIES

1.1 Region Boundaries

When appropriate, the Member and Geographic Activities Board shall recommend to the IEEE Board of Directors the formation, dissolution, transfer, merger or change of boundaries of any Region including the distribution of all funds and assets in the custody of that Region at the date of termination.

SECTION 2 – TECHNICAL ACTIVITIES

2.1 IEEE Societies

In recognition of the continuing growth and diversification of its technical activities, the IEEE has provided for Societies within the IEEE structure.

The Societies benefit from the economies of centralized administration, extensive geographical organization of the IEEE, and the ease with which an individual can participate in several organizational units within the IEEE, thus providing a better match between technical needs and the necessarily arbitrary lines of organization.

- A. Functions of Societies. Each Society operates in a distinct technical area, and shall provide the necessary basis for its further growth, for attracting new members in competition with other societies in the field, for merging IEEE Societies into stronger technical organizational units, for merging non-IEEE societies into IEEE, for dealing with other professional societies, and for facilitating the representation of the profession to outside agencies including governments. Each Society carries out its own publication, meetings, standards, and other activities as required and operates within its own budget and may establish Technical Committees to allow members to promote specialized technical areas.
- B. Administration. Each Society is governed by its own administrative body responsible to its members.
- C. Society Membership Dues. The membership dues structure for Societies shall be set as part of the annual budget cycle.
- D. No Society shall be recognized as joint with any other organization, society, or group outside the IEEE. However, Societies may cooperate with other organizations in the operation of joint committees and the holding of joint meetings and may invite members of such organizations and the public to their meetings.
- E. Society Finances. The annual Society budget must be approved by the TAB Finance Committee and the Technical Activities Board.

2.2 Society Emblems and Pins

Each Society on its own initiative may adopt an emblem, subject to prior legal trademark review to insure the integrity of the IEEE emblem trademark is maintained. A Society with an emblem may, at its own financial risk, design and procure pins or other devices for sale to its members.

Guidelines for the use of the IEEE emblem on printed material are found in Sections 6.3.2 and 12.1.

SECTION 3 – EDUCATIONAL ACTIVITIES

3.1 Selection Procedures for IEEE Representatives to ABET

The Educational Activities Board (EAB) shall identify and appoint IEEE Representatives to the ABET Board of Delegates (BoDel), the EAC (Engineering Accreditation Commission) and ETAC (Engineering Technology Accreditation Commission) Area Delegations and the BoDel Alternates.

The EAB shall report the appointments to the IEEE Board of Directors upon the completion of the process. Procedures for selecting the IEEE Representatives to the ABET BoDel, EAC and ETAC Area Delegations and the BoDel Alternates shall be detailed in the EAB Operations Manual.

SECTION 4 – AWARDS ACTIVITIES

4.1 Objectives

The IEEE shall recognize those who contribute to and support the purposes of the IEEE in an exceptionally worthy manner. In furtherance of this objective, the IEEE shall create and foster a broad program of formal awards and recognitions of all types. The IEEE shall encourage the formation of awards committees in its geographical, professional and technical organizational units to recognize outstanding achievements and services for the benefit of the IEEE and the engineering profession, and for those accomplishments which enhance the quality of life for all people throughout the world.

IEEE Awards shall serve several purposes: (1) be an expression of recognition for outstanding contributions to the advancement of the theory and practice of electrical, electronics, communications and computer engineering, as well as computer science, the allied branches of engineering and the related arts and sciences and technologies and their application; (2) be an incentive to youth to emulate excellence; (3) be a personalized recognition of the achievements of the profession and its members to the public, and (4) identify the IEEE with these achievements.

The awards policies of the IEEE shall establish a hierarchical system of awards at several levels of the IEEE's organization. This system of awards is designed to meet the changing demands of the IEEE.

The IEEE, through its Awards Board, shall establish policies and procedures to provide for the orderly development and implementation of awards and recognitions programs throughout the IEEE, and shall administer those programs at the Institute level on behalf of the IEEE Board of Directors.

In carrying out awards activities, the IEEE organizational units shall give prominence to the intent of each award, as well as to the specific accomplishments of the recipients.

4.2 Definitions

The generic word "awards" shall include, but not be limited to, medals, awards, formal recognitions, scholarships, prize papers, and Honorary Membership.

Student recognition and support shall include student prizes, student awards, scholarships and fellowships.

4.3 Authority for Awards

The IEEE awards administered by the Awards Board and its committees shall be approved by the Board of Directors and presented in the name of the IEEE.

The Board of Directors may delegate approval authority to those respective major boards having chartered Awards and Recognition Committees, and who have previously been delegated administrative authority by the Awards Board. The approval authority within established limitations for awards and recognitions falling within their respective scopes of operations, shall be in accordance with policy established by the Board of Directors.

4.4 Limitations of Awards

- A. Number of Awards in Recognition of a Given Achievement. Normally, an individual shall receive only one honor in recognition of a given achievement, unless the significance of the achievement is such as to merit subsequently a higher award. A higher award may be given in the following year or thereafter.
- B. Posthumous Awards. Posthumous awards to individual nominees shall be made only when knowledge of the awardees' death is received by the Awards Board Chair from the legal heir of the deceased after announcement of the recipient; nominations of known deceased persons shall not receive consideration. However, in cases where a nomination relates to a "team," a collection of individuals who are to be recognized for a shared achievement as defined by the individual award criteria, the fact that one or more, but not all of the team are deceased shall not preclude an award being made to the living members. In this latter case the deceased members may be recognized within the recipient announcements and publicity. While there would be no eligibility for anyone or any organization associated with the deceased individual(s) to receive the honorarium or medal, a certificate will, if practical, be issued for each such individual to the legal heir of the deceased, recognizing his or her contribution to the team effort.
- C. Frequency of Award Presentation. Even though an award may be specified as being given annually, it shall be awarded only when, in the judgment of the sponsoring IEEE organizational unit, suitable candidates are available.
- D. Medals to Non-IEEE Members. It is preferred that recipients of the IEEE Medal of Honor and IEEE Medals shall be members of IEEE. However, the IEEE Board of Directors may approve the presentation to a non-member upon the recommendation of the IEEE Awards Board.
- E. Medal Administration. Any new or revised IEEE Medal shall be administered only by the Awards Board, and these shall be presented in the name of the IEEE Board of Directors.
- F. Use of Word "Medal". For any new and revised award below those presented in the name of the IEEE Board of Directors, the word "medal" shall not be part of the official title or designation. A medal may be included as a part of the award, however, it may not be gold.
- G. Staff Ineligibility. No member of the IEEE staff shall act as nominator or reference or be a candidate for any award covered by IEEE Policies 4.8 and 4.9, with the exception of the IEEE Eric Herz Outstanding Staff Member Award where staff may be a candidate, as specified in Policy Section 4.8.G.

Organizational units may establish staff eligibility requirements for non IEEE-level awards at their own discretion.

- H. Eligibility and Process Limitations. Individuals serving on any board or committee involved at any stage of the recipient selection or approval process for an award shall be ineligible to receive, or act as a nominator or reference for that award. This conflict of interest limitation shall apply to all awards given by the IEEE or any of its organizational units.

- I. Cash Awards to Companies or Organizations. Awards are to be given in recognition of excellence. It is not appropriate to present an award with cash value to a company or organization in recognition of the support given to IEEE activities.
- J. Student Recognition Purpose. Any student recognition and support activity by an IEEE Organizational Unit shall be for the direct benefit or perpetuation of the aims and objectives of that Organizational Unit and the IEEE.
- K. IEEE Scholarship Purposes. IEEE scholarships shall be designed to accomplish specific purposes not already covered by other agencies, as, for example, scholarships designed to promote study in a particular field which is being neglected, etc.

Funds derived from IEEE and Society member dues and fees, and organizational unit rebates shall not be used for scholarships, fellowships and other education awards.

- L. Awards Not Requiring Approval. IEEE Awards Board approval is not required for the establishment of "informal" or customary recognitions not carrying honoraria, such as certificates of appreciation, Committee Chair's certificates, Section Chair's certificates, Society President's pins, etc.

4.5 Procedures for Nomination and Selection of Candidates

Except as expressly provided in these Policies, the procedure for the nomination and selection of candidates for awards shall be specified in the Awards Board Operations Manual.

4.6 Presentation of IEEE Awards

The IEEE Medal of Honor and the IEEE Medals shall be presented at an IEEE Medals Presentation. All IEEE awards shall be presented at times and places approved by the Awards Board. The Chair of the Awards Board shall be responsible for the review and approval of plans and arrangements for the presentation of IEEE awards as well as for the format and content of IEEE awards brochures.

Guidelines on the hierarchy of presenters of each award shall be specified in the Awards Board Operations Manual.

4.7 Establishment and Review of Awards

The establishment of awards requires the approvals of (a) the IEEE Awards Board for their specifications, and (b) the IEEE Board of Directors for their establishment and use of IEEE funds on behalf of the IEEE Organizational Units for the purpose of sponsoring awards.

The IEEE Awards Board and the Organizational Units, acting through their respective Awards and Recognition Committees, shall establish procedures to ensure critical review, approved funding and reasonable schedules for awards proposals submitted.

The establishment of those student recognition and support activities within the specifications given in Table A has been delegated by the IEEE Awards Board and the Board of Directors to the Major Boards having chartered Awards and Recognition Committees. Those activities beyond Table A require the approval of the IEEE Awards Board. Portions of Section 11 of this Manual and MGA Operations Manual shall be examined for relevancy.

Details for proposals for new awards shall be specified in the IEEE Awards Board Operations Manual.

It is the policy of the IEEE to review all awards and scholarships every ten years. Contractual arrangements for new awards and scholarships should provide for review and modification by the IEEE in order to cope with changing conditions in the profession. It is recommended that all new awards be established for a specific period of 10 years, and renewable for a like period.

4.8 Current Honors, Medals, Technical Field Awards, Recognitions, Prize Papers, Scholarships, External Awards and Staff Award Administered by the Awards Board

Awards may be awarded annually when, in the judgment of the Awards Board, suitable candidates are available.

- A. IEEE Medal of Honor. The IEEE Medal of Honor shall be awarded for an exceptional contribution or an extraordinary career in the IEEE fields of interest.

The Medal of Honor is the highest IEEE award. The candidate(s) need not be a member of the IEEE.

The Medal of Honor Selection Committee shall recommend candidates to the Awards Board for endorsement, who in turn shall recommend to the Board of Directors for final approval.

- B. IEEE Medals. IEEE Medals shall embrace significant and broad IEEE interests and purposes. IEEE Medals may be awarded annually when, in the judgment of the Awards Board, suitable candidates are available.

The IEEE Medals Council shall recommend candidates for each of the IEEE Medals to the Awards Board for endorsement. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

New IEEE Medals may be established only by the Board of Directors on the recommendation of the Awards Board.

The IEEE Medals are:

IEEE Frances E. Allen Medal, for innovative work in computing leading to lasting impact on other fields of engineering, technology, or science.

IEEE Alexander Graham Bell Medal, for exceptional contributions to communications and networking sciences and engineering.

IEEE Toby Berger Medal in Neural and Quantum Sciences, for pioneering interdisciplinary work connecting information theory with neural or quantum sciences.

IEEE Jagadish Chandra Bose Medal in Wireless Communications, for contributions to wireless communications technologies with a global impact.

IEEE Mildred Dresselhaus Medal, for outstanding technical contributions in science and engineering of great impact to IEEE fields of interest

IEEE Edison Medal, for a career of meritorious achievement in electrical science, electrical engineering or the electrical arts.

IEEE Medal for Environmental and Safety Technologies, for outstanding accomplishments in the application of technology in the fields of interest of IEEE that improve the environment and/or public safety.

IEEE Founders Medal, for outstanding contributions in the leadership, planning, and administration of affairs of great value to the electrical and electronics engineering profession.

IEEE Richard W. Hamming Medal, for exceptional contributions to information sciences, systems and technology.

IEEE Nick Holonyak, Jr. Medal, for Semiconductor Optoelectronic Technologies, for outstanding contributions to semiconductor optoelectronic devices and systems including high-energy-efficiency semiconductor devices and electronics.

IEEE Medal for Innovations in Healthcare Technology, for exceptional contributions to technologies and applications benefitting healthcare, medicine, and the health sciences.

IEEE Jack S. Kilby Signal Processing Medal, for outstanding achievements in signal processing.

IEEE/RSE (Royal Society of Edinburgh) James Clerk Maxwell Medal, for groundbreaking contributions that have had an exceptional impact on the development of electronics and electrical engineering or related fields.

IEEE James H. Mulligan, Jr. Education Medal, for a career of outstanding contributions to education in the fields of interest of IEEE.

IEEE Jun-ichi Nishizawa Medal, for outstanding contributions to material and device science and technology, including practical application.

IEEE Robert N. Noyce Medal, for exceptional contributions to the microelectronics industry.

IEEE Dennis J. Picard Medal for Radar Technologies and Applications, for outstanding accomplishments in advancing the fields of radar technologies and their application.

IEEE Medal in Power Engineering, for outstanding contributions to the technology associated with the generation, transmission, distribution, application and utilization of electric power for the betterment of society.

IEEE Simon Ramo Medal, for exceptional achievement in systems engineering and systems science.

IEEE John von Neumann Medal, for outstanding achievements in computer-related science and technology.

- C. IEEE Technical Field Awards. The IEEE Technical Field Awards are awarded for contributions in specific technical fields of science and engineering, and in several areas of leadership. They may be awarded annually when in the judgment of the Awards Board suitable candidates are available.

The IEEE Technical Field Awards Council shall recommend candidates for each of the IEEE Technical Field Awards to the Awards Board for endorsement. The Awards Board shall, in turn, submit to the Board of Directors for final approval. New IEEE Technical Field Awards can be established only by the Board of Directors on the recommendation of the Awards Board. Under normal circumstances, any donation or bequest shall be accepted only with the provision that any residual balance becomes a donation to the IEEE Foundation, designated for the IEEE awards program, upon termination of the IEEE Technical Field Award.

The IEEE Board of Directors may, in its sole discretion, recommend to the Board of Directors of the IEEE Foundation the acceptance by the Foundation of donations and bequests for the purpose of endowing the IEEE Technical Field Awards program. Such endowments may, with the approval of the Board, carry the name of an individual or individuals, e.g., the John J. Jones Endowment Fund. Restrictions on the technical scope of the awards supported by such funds, shall not be for more than ten years. Support to the IEEE Technical Field Awards received from such endowments shall be acknowledged by listing each such Endowment Fund, by name, in an appropriate IEEE publication or brochure associated with the announcement of each year's IEEE Technical Field Award selections.

The IEEE Technical Field Awards are:

IEEE Biomedical Engineering Award, for outstanding contributions to the field of biomedical engineering.

IEEE Clelio Brunetti Award, for outstanding contributions to nanotechnology and technologies for microsystem miniaturization.

IEEE Control Systems Award, for outstanding contributions to control systems engineering, science, or technology.

IEEE Electromagnetics Award, for outstanding contributions to the theory and/or application of electromagnetics.

IEEE Rao R. Tummala Electronics Packaging Award, for outstanding contributions to advancing components, electronic packaging, or manufacturing technologies.

IEEE James L. Flanagan Speech and Audio Processing Award, for an outstanding contribution to the advancement of speech and/or audio signal processing.

IEEE Fourier Award for Signal Processing, for an outstanding contribution to the advancement of signal processing, other than in the areas of speech and audio processing.

IEEE Andrew S. Grove Award, for outstanding contributions to solid-state devices and technology.

IEEE Herman Halperin Electric Transmission and Distribution Award, for outstanding contributions to electric transmission and distribution.

IEEE Masaru Ibuka Consumer Technology Award, for outstanding contributions in the field of consumer technology.

IEEE Internet Award, for exceptional contributions to the advancement of Internet technology for network architecture, mobility and/or end-use applications.

IEEE Richard Harold Kaufmann Award, for outstanding contributions in industrial systems engineering.

IEEE Joseph F. Keithley Award in Instrumentation and Measurement, for outstanding contributions in electrical measurements.

IEEE Gustav Robert Kirchhoff Award, for an outstanding contribution to the fundamentals of any aspect of electronic circuits and systems that has a long-term significance or impact.

IEEE Leon K. Kirchmayer Graduate Teaching Award, for inspirational teaching of graduate students in the IEEE fields of interest.

IEEE Koji Kobayashi Computers and Communications Award, for outstanding contributions to the integration of computers and communications.

IEEE Arun N. Netravali Video Analytics, Technology, and Systems Award, for an outstanding contribution to the advancement of video technology, systems, services, and video AI and analytics.

IEEE William E. Newell Power Electronics Award, for outstanding contributions to power electronics.

IEEE Lotfi A. Zadeh Award, for Emerging Technologies, for outstanding contributions to emerging technologies recognized within recent years.

IEEE Donald O. Pederson Award in Solid-State Circuits, for outstanding contributions to solid-state circuits.

IEEE Frederik Philips Award, for outstanding accomplishments in the management of research and development resulting in effective innovation in the electrical and electronics industry.

IEEE Photonics Award, for outstanding achievement(s) in photonics.

IEEE Robotics and Automation Award, for contributions in the field of robotics and automation.

IEEE Frank Rosenblatt Award, for outstanding contributions to biologically and linguistically motivated computational paradigms and systems.

IEEE Marie Skłodowska-Curie Award, for outstanding contributions to the field of nuclear and plasma sciences and engineering.

IEEE Innovation in Societal Infrastructure Award, for significant technological achievements and contributions to the establishment, development, and proliferation of innovative societal infrastructure systems through the application of information technology with an emphasis on distributed computing systems.

IEEE Charles Proteus Steinmetz Award, for exceptional contributions to the development and/or advancement of standards in electrical and electronics engineering.

IEEE Eric E. Sumner Award, for outstanding contributions to communications technology.

IEEE Nikola Tesla Award, for outstanding contributions to the generation and utilization of electric power.

IEEE Kiyo Tomiyasu Award, for outstanding early to mid-career contributions to technologies holding the promise of innovative applications.

IEEE Transportation Technologies Award, for advances in technologies within the fields of interest to the IEEE as applied in transportation systems.

IEEE Undergraduate Teaching Award, for inspirational teaching of undergraduate students in the fields of interest of IEEE.

- D. IEEE Recognitions. IEEE recognitions are awards given in addition to the IEEE Medal of Honor, the IEEE Medals, and the Technical Field Awards.

The IEEE Recognitions Council shall recommend candidates for these awards to the Awards Board for endorsement. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

New IEEE Recognitions can be established only by the Board of Directors on the recommendation of the Awards Board.

1. IEEE Service Awards. There shall be two IEEE Service Awards, which may be awarded annually when in the judgment of the Awards Board suitable candidates are available.

IEEE Richard M. Emberson Award, for distinguished service advancing the technical objectives of the IEEE.

IEEE Haraden Pratt Award, for outstanding volunteer service to the IEEE.

2. IEEE Corporate Innovation Award, for an outstanding innovation by an organization in an IEEE field of interest.
3. IEEE Theodore (Ted) W. Hissey Outstanding Young Professional Award may be awarded to a young professional for contributions to the technical community and IEEE fields of interest.
4. IEEE Scholarship Awards

The IEEE Scholarship Award is:

Frank A. Cowan Fellowship. The Frank A. Cowan Fellowship may be awarded for graduate study in the field of communications, to the extent of available funds, when the Frank A. Cowan Fund is not used to support the IEEE Medal of Honor for accomplishments in the field of communications.

- E. IEEE Honorary Membership. The IEEE Honorary Membership Committee shall be responsible for recommending to the Recognitions Council, who shall make a recommendation to the Awards Board, candidates for IEEE Honorary Membership. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

Neither the Awards Board nor any of its committees shall be involved with the selection of recipients of the Honorary Life Memberships of the IEEE Societies.

- F. External Awards. External Awards are those awards not exclusive to IEEE, but of interest to IEEE and its members. The Awards Board shall be responsible for reviewing and suggesting actions on outside awards of interest to IEEE members and for recommending nominations for such external awards. The Awards Board Chair appoints IEEE candidates for service on external medals and awards committees which are reported to the Awards Board.

- G. IEEE Staff Award

IEEE Eric Herz Outstanding Staff Member Award, for sustained contributions by a present or past full-time or part-time staff member, excluding current and/or past Management Council members of the IEEE, with at least ten years of service, at the time of nomination. The award may be awarded on an annual basis when a suitable candidate is nominated.

The IEEE Awards Board shall recommend candidates for the IEEE Eric Herz Outstanding Staff Member Award to the Board of Directors for final approval. The IEEE Eric Herz Outstanding Staff Member Award shall be administered by the Awards Board.

4.9 Other Institute Awards and Competitions

The following award and competition are administered by other organizational units:

- A. IEEE Award for Distinguished Ethical Practices, for (a) exemplary ethical behavior/practices and/or (b) persuasive advocacy or promotion of ethical behaviors/practices by an IEEE member or organizations employing IEEE members.

This award is administered by the IEEE Ethics & Member Conduct Committee (EMCC) and may be presented annually, unless in the judgment of the EMCC, a suitable candidate is not available.

Details of the award shall be provided in the EMCC Operations Manual.

- B. IEEE Presidents' Change the World Competition, designed to recognize students who identify a real-world problem, apply engineering, science, computing and leadership skills to solve it, and, thereby, benefit humanity or their community.

This competition is administered by IEEE Member & Geographic Activities (MGA). Details of the competition shall be provided in the MGA Operations Manual.

4.10 Hierarchy of Awards

The hierarchy and honoraria of awards within the IEEE shall be as follows:

<u>Award Category</u>	<u>Maximum Honoraria and Medals</u>
IEEE Medal of Honor	\$100,000, gold medal and bronze replica
IEEE Medals	\$20,000, bronze medal
IEEE Technical Field Awards, Joint IEEE Awards with National Societies & IEEE Recognitions	\$10,000, bronze medal
Major Board, Region and Division, Society and Technical Council Awards, Parent Organizational Units acknowledged by the MGA Board, and Technical Committee/Community Awards	\$10,000
Technical Conference Awards	\$ 5,000
Area, Geographical Council or Conference, Section, Chapter Awards, including Chapter Awards given by Societies and Technical Councils	\$ 2,000
Student Branch, and Student Branch Chapter Awards, including Student Branch Chapter Awards given by Societies and Technical Councils	\$ 1,000

The extent of supplementary items such as plaques, certificates, bowls, replica medals, etc., to be presented with an award shall be guided by such items presented in the hierarchy of current awards.

Table A - IEEE Student Recognition and Support

	<u>Secondary School Prize</u>	<u>Undergraduate Award</u>	<u>Undergraduate Scholarship</u>	<u>Graduate Award</u>	<u>Graduate Scholarship</u>	<u>Graduate Fellowship</u>
<u>Educational Program Restraints</u>	None	Curriculum with IEEE relevance	Breadth of sponsoring organizational unit	Breadth of sponsoring organizational unit	Breadth of sponsoring organizational unit	Breadth of sponsoring organizational unit
<u>Minimum Amount</u>	Certificate	Certificate	\$ 500 *	\$ 1,000 *	\$ 2,500 *	\$ 5,000 *
<u>Maximum Amount</u>	\$ 500	\$ 2,500	\$15,000 annually	\$5,000	\$25,000 annually	\$30,000 annually

There shall be no primary award evaluation constraints except educational level and geographical location, although financial need can be used as a secondary criterion.

* The amounts are given in U.S. dollars. These limits should be modified in other geographical areas as appropriate to account for differences in the cost of education, availability of comparable non-IEEE sponsored support, and the impact of the recognition.

Undergraduate Scholarships: for eligible students pursuing an Undergraduate Degree (Associates or Bachelor's degree or equivalent)

Graduate Scholarships: for eligible undergraduate students with a Bachelor's degree (or equivalent) pursuing a higher-level graduate degree (e.g. Master's degree or equivalent)

Graduate Fellowships: for eligible graduate students with a Master's degree (or equivalent) pursuing an advanced doctoral Ph.D. graduate degree (or equivalent)

SECTION 5 – INTERSOCIETY ACTIVITIES

5.1 Objectives

In support of the engineering profession as a whole, it is IEEE Policy to encourage relationships with other organizations.

- Such organizations shall share similar objectives and may not be limited to those that are engineering or scientific in character.
- Such relationships may vary in their degree of formality.
- Such relationship may result in the appointment of representatives, delegates, or a corporate membership in that organization.
- Such organizations may appoint representatives to IEEE.
- Such relationships shall encourage interdisciplinary activity.

IEEE's relationship with outside organizations shall be in consonance with the principles and objectives of the IEEE Certificate of Incorporation, Constitution and Bylaws and subject to the legal limitations of IEEE's 501(c)(3) tax status. Policy Section 9.1 - Affiliation with Tax Exempt Organizations and Policy 5.2 below shall be followed when considering affiliations with for-profit organizations or other organizations that are exempt from US Federal income tax.

Other parts of this Policy Manual may address intersociety activities more specifically, however, the general principles of this Section 5 shall also apply. Any apparent conflicts related to any intersociety activity shall be referred to the IEEE Board of Directors for review and adjudication.

5.2 Guiding Principles for Transnational Activities

Because it is a global organization, the IEEE recognizes that cultural differences may impact its activities.

Special provisions shall be made to provide appropriate activities that accommodate unique cultures and or legislation.

The IEEE or its organizational units may adopt different positions on a particular topic or activity relative to specific national environments. It is IEEE policy that the undertaking of such an activity or position shall not prevent IEEE action on the same topic or activity in other national environments.

5.3 Proposals for Intersociety Activity

Proposal Submission. Proposals for IEEE intersociety activities shall be submitted by any member(s), or organizational unit to the IEEE Board of Directors.

Delegation of Authority. The Board of Directors may delegate authority for review and approval of proposals to the appropriate Major Boards (e.g., MGAB, TAB, IEEE-USA). New proposals shall be brought to the Board of Directors only if the proposal has no overriding precedents and/or new policy decisions are required. The IEEE organizational unit authorized to review and approve the proposal shall be responsible for monitoring and appropriate action on all aspects of the joint activity.

5.4 Categories of Involvement

IEEE's involvement with outside organizations may be technical and non-technical and can be at the international, national or local level.

A. Non-technical Involvement.

1. The designated IEEE organizational unit (hereunder referred to as the designated Board) shall:
 - Appoint the IEEE delegate(s), for one-year terms, unless specified otherwise.
 - Coordinate the interests of other IEEE organizational units and obtain any necessary internal reviews and approvals regarding IEEE's interests.
 - Report on actions by the outside organization that impinge on IEEE interests.
 - Budget for the annual dues, or other support, required by the outside organization.
 - Review annually, the activities of the outside organization and make a judgment on whether to continue IEEE's involvement. If the judgment is to terminate or modify the IEEE involvement, any other interested IEEE organizational units shall be advised and a recommendation shall be submitted to the IEEE Board of Directors.
 - Maintain an archival record of appointments and reports pertaining to the involvement, through the Secretary of the designated Board.
2. The designated Board may delegate the task of implementing the involvement.

B. Technical Involvement.

1. The designated IEEE organizational unit, (hereunder referred to as the designated Board) shall:
 - Appoint IEEE delegates. Several IEEE organizational units (e.g., Societies, Committees) may wish to have technical representation and in such cases each Society shall appoint IEEE delegates.
 - Coordinate all technically involved Societies.
 - Resolve conflicts in technical inputs from various Societies.
 - Budget for the annual dues, or other support, required by the outside organization.

- Review, annually, their participation and make a judgment whether to continue IEEE's involvement. If more than one Society is represented, each Society shall conduct the review, and promptly notify the other participating Societies and designated Board of any decision to terminate or modify their involvement.
2. Technical Representatives. Technical representatives shall be responsible for ascertaining the positions or views of the respective appointing Societies. The designated Board may name one of the representatives to head the delegation and act as spokesperson on administrative matters.
 3. Presenting Technical Views. Technical inputs from various Societies may be separate and independent of each other, however, if conflicts arise, they shall be resolved by the designated Board and one view presented as IEEE's opinion.
- C. National and International. The IEEE will be represented through the appropriate boards, committees, panels, or other organizational units as designated by the IEEE Board of Directors.
- D. Local Involvement. IEEE involvement at the local level will usually be through a Region, Council, Section, Chapter, Section Committees, Student Branch or Affinity Group. The local unit or organization involvement shall follow applicable IEEE policies as well as any additional local policies, rules and procedures. Reviews and approvals shall be obtained at the next organizational level of responsibility (i.e., the Region, or the Member and Geographic Activities Board). The local unit shall be responsible for appointing any delegates or representatives and for ensuring that they are adequately instructed.
- If two or more IEEE Sections are involved in the same outside activity, as in a metropolitan area, one Section or Council shall be designated to be responsible for administration and coordination by the next organizational level of responsibility.
- E. Involvement with Organizations Other Than 501(c)(3) Tax-Exempt Organizations. The Board of Directors may approve involvement with organizations not of the same 501(c)(3) tax status as the IEEE when such involvement is in the best interest of IEEE. Involvement with such organizations shall normally be by contract signed by the IEEE Executive Director. Exceptions shall be specifically approved by the Board of Directors.

5.5 Appointments and Support

- A. Appointments. IEEE members appointed to represent IEEE on programs jointly conducted with one or more outside organizations shall follow IEEE policies, and shall be given such guidance and direction by the appointing IEEE Board or Committee. IEEE representatives shall submit reports as required and in the annual report should summarize the joint program progress and achievements and recommend the level of IEEE continued participation in the next year.
- B. Support. IEEE representatives shall receive information and staff assistance, and may receive financial support, through the respective appointing IEEE Boards and Committees. The appointing Board or Committee shall be responsible for budgeting any dues or fees to be paid to the outside organization, for any IEEE staff support for the joint program, and any other authorized support for the IEEE representative(s).

Involvement at the local level, as discussed in Section 5.4 above, may require financial support. Any dues or other budgetary and financial commitments pertaining to an outside activity shall be the sole responsibility of the involved local unit. Each year, the local unit shall review its participation in the outside activity and shall make a judgment on continuing the activity. A report shall be submitted to the administrative level authorizing the involvement, with information copies to appropriate Boards or Committees.

5.6 Appointments by Other Organizations

IEEE members selected by outside organizations to serve on programs of interest to the IEEE are serving as individuals and not as official IEEE Representatives. They may request information and policy guidance of IEEE, but IEEE shall not be committed to providing financial, staff or other types of support.

5.7 Relationships with National Societies

- A. Objective. The IEEE establishes agreements with National Societies to enhance IEEE's fields of interests on a global basis. The purpose of these agreements shall be to assist the development and elevation of technical skills and professional growth for members of participating organizations. It is IEEE policy to encourage such activities.
- B. Responsibility & Approval. The IEEE Executive Director shall be responsible for oversight of these agreements. The IEEE President is empowered to sign new agreements or extensions of existing agreements on behalf of the IEEE Board of Directors as long as the agreements follow the conditions listed in 5.7.C and are reported to the IEEE Board of Directors.
- C. Conditions for Establishing an Agreement.
 - 1. Each agreement shall be tailored to the country where the National Society exists, using the Board of Directors approved wording. A template shall be available through IEEE Corporate Activities. Agreements that modify the wording, other than deletions of sections, shall be approved by the IEEE President, and reported to the Board of Directors at their next meeting.
 - 2. The National Society must provide some benefit to the IEEE.
 - 3. The agreement may provide for a joint membership program, including a membership dues reduction. However, there must be strong evidence that the joint membership program will increase the number of IEEE members beyond the normal growth pattern. The dues reduction shall not exceed 10 percent of the base IEEE dues and regional assessment.
- D. Renewal. All agreements shall be reviewed for renewal at intervals of not more than five years after two initial three-year terms.
- E. National Society Agreements with IEEE Societies. The IEEE Societies may establish agreements with National Societies. Guidelines for their establishment shall be provided by IEEE Technical Activities. IEEE Society Presidents shall have the authority to sign such agreements. Agreements shall be reported to the IEEE Board of Directors.

SECTION 6 – PUBLISHED PRODUCTS AND SERVICES

6.1 Authority for IEEE Publication Products and Services

IEEE publications exist by Board of Directors directive or as Publication Services and Products Board (PSPB) initiatives with Board of Directors approval.

The Board of Directors shall specify those publications to be received by every IEEE member. Such publications are the direct responsibility of the Publication Services and Products Board. Policies and procedures applying to these publications shall be specified in the Publications Services and Products Board Operations Manual.

All published products and services, in any form that originates from an IEEE organizational unit or bear the IEEE Master Brand, are ultimately the responsibility of the IEEE Publication Services and Products Board. These published products and services shall conform to the policies and procedures that shall be specified in the IEEE Publications Services and Products Board Operations Manual.

The Major Boards may introduce new publications following the approval policies and procedures which shall be specified in the Publications Services and Products Board Operations Manual.

Organizational units may specify additional policies and procedures which shall conform to and do not conflict with these policies.

6.2 Use of Products and Services

Products and services purchased by individuals are intended for their personal use only.

6.3 IEEE Copyright

- A. Copyright shall be held by the IEEE.
- B. Established policies on the use of the IEEE logo and Master Brand shall be followed. Reference Policy 6.3.2 Guidelines for Use of IEEE Logo and “IEEE”.

6.3.1 IEEE Copyright Policies

- A. General Policies. In order to maximize the value of IEEE publications to authors, users and the IEEE, the following IEEE copyright policies shall be applied throughout the IEEE:
 - 1. IEEE shall serve and protect the interests of its authors and their employers.
 - 2. All technical, educational and professional publications of the IEEE, except newsletters, but including Society and Technical Council Newsletters, are required to be copyrighted by the IEEE.
 - 3. Copyright shall be held by the IEEE and not any of its organizational units.

4. The Intellectual Property Rights Office is responsible for the administration of all IEEE copyright matters under these policies and the procedures which shall be specified in the PSPB Operations Manual. This includes obtaining the copyright registration, handling reprint and republication requests, maintaining copyright records, and administering fees when appropriate. The Intellectual Property Rights Office may, at its discretion, delegate some or all of its copyright implementation responsibilities to other IEEE departments if they have significant publishing activity, subject to procedures approved by a member of the IEEE staff, as designated by the IEEE Executive Director.
5. Third-Party Rights to Reuse IEEE-Copyrighted Material. Licenses and permissions to use IEEE copyrighted material (abstracts, full text, etc.) for commercial or other non-IEEE related purposes may be granted under terms approved by the IEEE Publication Services and Products Board.
6. Fees for the reuse of IEEE material are appropriate for contributing to the cost of original publication, especially where the reuse involves the republication of material, or any commercial uses.
7. Prior to publication by the IEEE, all authors or their employers shall transfer to the IEEE in writing any copyright they hold for their individual papers. Such transfer shall be a necessary requirement for publication, except for material in the public domain or which is reprinted with permission from a copyrighted publication.
8. In return for the transfer of authors' rights, the IEEE shall grant authors and their employers' permission to make copies and otherwise reuse the material under terms approved by the Board of Directors which shall be specified in the PSPB Operations Manual.
9. After IEEE accepts the work for publication and the copyright has been transferred, changes or revisions to the work shall not be made without further review and approval.
10. For jointly sponsored conferences, which might require special copyright arrangements, those arrangements shall be made in accordance with the procedures which shall be specified in the PSPB Operations Manual.
11. Copyrighting electronic information shall follow the electronic information dissemination procedures, which shall be specified in the PSPB Operations Manual.
12. The PSPB or its authorized designee shall consider the allowance of any exceptions to these Copyright policies.

6.3.2 Guidelines for Use of IEEE Logo and "IEEE"

The following are guidelines on the use of the IEEE logo, i.e., the diamond-shaped emblem which is registered with the U.S. Patent and Trademark Office as the trademark of the IEEE, and on the use of "IEEE," the recognized abbreviation of The Institute of Electrical and Electronics Engineers, Incorporated.

- A. The IEEE logo should be used on IEEE's wholly owned publications and also on meeting notices, programs and other promotional literature and products. On any of these, the logo should be

displayed prominently at least once accompanied by the registration mark, i.e., the R in a circle (®) shown at the lower right of the emblem. On publications, it is recommended that the logo appear on the front cover and title page, if any.

- B. When used with a logo of an organizational unit within IEEE, the IEEE logo should be at least the same size as the other logo, preferably larger or in a more prominent position. In publications produced in cooperation with groups outside the IEEE all logos should be the same size. (It may be acceptable to use logos in different sizes to reflect unequal participation.)
- C. The logo shall be used only in connection with official business of the IEEE and may only be used in accordance with the IEEE Brand Identity Guidelines.

6.4 Multiple Publication of Original Technical Material in IEEE Periodicals

IEEE's technical publications shall include original material which appears only once in the archival literature. Unusual circumstances may allow for exceptions to this policy. The appropriate procedures to be followed shall be specified in the Publication Services and Products Board (PSPB) Operations Manual.

6.5 Second Class Mailing Permits

All IEEE periodicals, which use U.S. Post Office Second Class, non-profit bulk rates for domestic mailing shall have their original entry request and their periodic audits handled via IEEE Publications Department. This is to ensure that the required audit documentation is completely done and thus protect this special mailing classification both for the specific publication and the other periodicals of the IEEE. Part of the requirements is that in each case there be established a member price for the publication.

Third Class bulk rate permits, as an alternate to Second Class, may be applied for directly at any local Post Office.

6.6 IEEE Organizational Unit Publications

Any IEEE organizational unit may issue a local publication. The publication's objective shall be consonant with the objectives of the IEEE.

Organizational units shall inform the IEEE Publications Services and Products Board of such publication and provide copies as published to the appropriate member of the IEEE staff as designated by the IEEE Executive Director.

6.7 IEEE Websites

Websites directly associated with the IEEE can be designated as the IEEE Main Website, IEEE organizational unit websites, IEEE partner websites, and the IEEE Web Presence. These terms are defined as follows.

- A. IEEE Main Website. The IEEE Main Website (<http://www.ieee.org>) is the collection of sections and pages within the IEEE.org parent domain that includes elements such as the site header and footer and follows the look and feel of <http://www.ieee.org>. This website is the primary entry point into

the IEEE Web Presence and serves as an access point to other IEEE organizational unit websites and IEEE partner websites.

- B. IEEE Organizational Unit Websites. IEEE organizational unit websites are public or secure websites that represent IEEE or an IEEE organizational unit, and are authorized to carry the IEEE brand by virtue of their official affiliation with IEEE. These websites may be established as a sub-domain or exist outside of IEEE.org domain.
- C. IEEE Partner Websites. IEEE partner websites are operated by groups or organizations that have an affiliation with IEEE, but are not directly part of the IEEE organization (i.e., not an IEEE organizational unit).
- D. IEEE Web Presence. The phrase IEEE Web Presence signifies the collection of all IEEE websites including the IEEE Main Website (<http://www.ieee.org>), IEEE organizational unit websites, IEEE partner websites, and IEEE social media properties.

SECTION 7 – PROFESSIONAL ACTIVITIES
PART A – IEEE POLICIES

7.1 Objectives

In addition to its technical and educational functions, the IEEE endorses the following professional objectives:

- A. The IEEE may promote the necessary activities, including governmental, legislative, and administrative action, to:
 - 1. Enhance the economic status of the electrical and electronics industry;
 - 2. Enhance the professional, social, economic and ethical status of the engineering profession in general and electrical engineers in particular.
- B. The IEEE embraces the principle that all of its members should have the opportunity to build up retirement equity and to do so without the hazard of forfeiture for reasons beyond their control. It is to this end that we cite these objectives.
 - 1. To achieve early vesting, portability, early retirement protection and sound funding in private pension plans by both voluntary action and legislative method;
 - 2. To provide by legislative change the opportunity for individual retirement investment with pre-tax dollars.
- C. The IEEE will strive continuously toward improvement of working conditions for engineers. In coordination with associated engineering and scientific societies, and in consultation with employers' representatives, the IEEE will co-author employment practices programs and will encourage the adoption of such programs by employers. These shall detail responsibility of both employer and employee to each other and of both to the public and environment. Methods of achieving improvement in employment conditions shall be investigated.
- D. As a means of measuring progress toward professionalism, the IEEE shall periodically canvass its membership to obtain information relative to salary, benefits and employment conditions and engage in other information gathering activities as appropriate.
- E. It shall be the objective of the IEEE to achieve full employment for its members and the IEEE shall engage in those activities compatible with its Constitution which will enable it to achieve this goal. It shall attempt to forecast the direction of expanding technology with a view toward career guidance and enhancement.
- F. The IEEE shall actively promote the activities of the engineering profession to its membership and to the public and shall do its utmost to enhance the status of engineering in general and the electrical engineering profession in particular.
- G. The IEEE, concerned for the quality of life for all people, shall use its technical and professional expertise for the betterment of the environment, improved living conditions, and effective utilization of world resources.

7.2 Professional Activities Outside the United States

The Regional Committees of Regions outside the United States may develop statements of objectives and procedures, similar to those of this section, which are appropriate to the specific needs of the members in the respective Regions. Such statements, prior to their publication and implementation, must be reviewed and approved by the IEEE Board of Directors.

7.3 Scope of Professional Activities

In achieving the objectives of Section 7.1, suitable professional positions may become IEEE professional standards or positions subject to the following:

- A. In developing a professional position, it is essential that all non-member affected parties be invited to contribute to the development of the professional position.
- B. To the extent possible, all viewpoints pertaining to a professional position should be considered. Viewpoints shall be considered with relationship to the primary interest of the profession. Those viewpoints that cannot be included shall be reported with the reasons for non-inclusion to the Board of Directors when approval of the position is sought.
- C. The IEEE formulates and enunciates professional positions for the benefit of the profession as a whole. Once approved by the Board of Directors, such professional positions shall be published in IEEE SPECTRUM as a position of the Board and shall be available for use by any other publication. If the nature of a given professional position is such that the possibility of endorsement or compliance with that position is encouraged, only those organizations and/or individuals who authorize the release of their identity shall be included in any report concerning their position. For example, acceptance of employment guidelines or support of positions by organizations might be recognized by issuance of term certificates upon application and by granting of approval by IEEE-USA. Public announcements of such presentations are encouraged. Reports on group compliance, wherein identification of affiliations remains anonymous, may be made from time to time.
- D. Commendations to named individuals or organizational units may be made for performance in professional and human affairs by the Board of Directors upon recommendation of IEEE-USA or other IEEE organizational unit.

7.4 Professional Activities - Assessing Member Needs

In the area of professional activities which relate to social, economic, legal and ethical issues, there are certain topics on which it is important and highly desirable that the skills and expertise of qualified IEEE members be used to bring out pertinent facts that can serve to highlight key issues and bring them into clearer focus. In matters of national professional significance, the Board of Directors or the President may appoint or authorize an IEEE committee, staff or volunteer to look into a particular subject as defined by the Board and ask for a report that includes a consensus of opinion where appropriate. The report may be further reviewed and augmented as necessary by the Board of Directors.

If the Board of Directors has not expressed a position, then the publication or presentation of committee reports to other organizations is to be considered as reflecting the opinions of the committee and not necessarily the membership.

As a basis for assisting the IEEE Board in estimating the opinion of the IEEE membership on pertinent subjects, such as those on items of a technical or professional character, or those related to certain governmental, legislative or executive issues, use should be made of member opinion surveys. These surveys should be made from time to time of the whole membership of the IEEE or of the appropriate special part, as well as by means of membership sampling techniques when a broad data base exists that can be used for comparison.

All organizational units of IEEE should inform the Board of Directors, through their Regional or Divisional Director, of their intent to engage in significant professional activities not otherwise authorized.

7.5 IEEE Involvement with Legislative Bodies, Government Agencies and International Organizations

- A. While members of the IEEE are of course at liberty to express their own opinions on any matter, care must be taken that these are not put forward as representing the IEEE except as outlined below.
- B. It is recognized that there may be appropriate opportunities for IEEE and its organizational units to cooperate with legislative bodies and other agencies of national and local governments in various countries of the world, and with international agencies. Ways should be sought to try to make such cooperation possible, recognizing the limitations inherent in any situation where an individual member is asked to speak on behalf of the entire IEEE or any of its organized subdivisions.
- C. IEEE units may cooperate with government and international agencies on issues in which IEEE has no definite policy by suggesting technically competent persons to testify on an issue or to act as consultants. In such cases, the person testifies as an individual, and not as a representative of IEEE or any of its units.
- D. The IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, will be responsible for review of proposals for IEEE cooperation, making certain that the proposed participation is in conformity with the IEEE Constitution, Bylaws, and Policies, and that it does not damage existing IEEE programs.
- E. If an activity which appears to the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, to be desirable requires new policy or a change in existing policy, the question of participation shall be referred to the Board with a recommendation concerning the proposed policy change.
- F. Once an activity is approved, the IEEE President may delegate its implementation to an officer, or to an IEEE Major Board or Committee. In making this assignment, attention will be given to coordination with all Boards and Committees having interests in the issue.
- G. When approving the implementing participation of the type described in this policy statement, the IEEE President shall give attention to the problem of informing members. This will normally be done by arranging for items in IEEE SPECTRUM, THE INSTITUTE, and other IEEE publications.

7.6 Protection of the Public

The IEEE recognizes the obligation of the profession to protect the health, welfare and safety of the public. Where legislation, regulations, codes, or customs impact on electrical and electronics engineering, the IEEE shall interface whenever and wherever appropriate with legislative and regulatory bodies. In particular, legislation may include the establishment of qualifications of engineers and the registration and/or licensure of engineers. In furtherance of this policy, the IEEE:

- A. Offers advice and assistance to legislative and regulatory entities;
- B. Encourages the establishment of uniform laws as being in the public interest;
- C. Recommends that there be a minimum of restrictions of a legal nature in the functioning of qualified engineers;
- D. Offers advice and assistance to Boards of Engineering Examiners and similar agencies;
- E. Recommends that, upon request, committees of IEEE members cooperate with appropriate agencies in the development of sound registration examinations which will adequately protect the public interest.

7.7 Professional Welfare of Members

The IEEE is concerned with the professional welfare of its members. The administrative, geographical and technical units are encouraged to pursue appropriate activities in this area, such as the following:

- A. Organizing or sponsoring career development seminars for members.
- B. Organizing or sponsoring educational activities which upgrade the skills of members.
- C. Publishing information on existing legislation or proposed legislation which may affect the professional welfare of IEEE members.
- D. Arranging for group insurance plans which benefit members, provided these do not duplicate other plans sponsored by the IEEE and provided the IEEE unit does not benefit financially from such plans. Prior to establishment of an insurance plan by an organizational unit, legal approval must be sought through Headquarters and the plan referred to the Board of Directors for authorization.

7.8 IEEE Code of Ethics

We, the members of the IEEE, in recognition of the importance of our technologies in affecting the quality of life throughout the world, and in accepting a personal obligation to our profession, its members and the communities we serve, do hereby commit ourselves to the highest ethical and professional conduct and agree:

- I. To uphold the highest standards of integrity, responsible behavior, and ethical conduct in professional activities.
 1. to hold paramount the safety, health, and welfare of the public, to strive to comply with ethical design and sustainable development practices, to protect the privacy of others, and to disclose promptly factors that might endanger the public or the environment;
 2. to improve the understanding by individuals and society of the capabilities and societal implications of conventional and emerging technologies, including intelligent systems;
 3. to avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist;
 4. to avoid unlawful conduct in professional activities, and to reject bribery in all its forms;
 5. to seek, accept, and offer honest criticism of technical work, to acknowledge and correct errors, to be honest and realistic in stating claims or estimates based on available data, and to credit properly the contributions of others;
 6. to maintain and improve our technical competence and to undertake technological tasks for others only if qualified by training or experience, or after full disclosure of pertinent limitations;
- II. To treat all persons fairly and with respect, to avoid harassment or discrimination, and to avoid injuring others.
 7. to treat all persons fairly and with respect, and to not engage in discrimination based on characteristics such as race, religion, gender, disability, age, national origin, sexual orientation, gender identity, or gender expression;
 8. to not engage in harassment of any kind, including sexual harassment or bullying behavior;
 9. to avoid injuring others, their property, reputation, or employment by false or malicious actions, rumors or any other verbal or physical abuses;
- III. To strive to ensure this code is upheld by colleagues and co-workers.
 10. to support colleagues and co-workers in following this code of ethics, to strive to ensure the code is upheld, and to not retaliate against individuals reporting a violation.

Changes to the IEEE Code of Ethics will be made only after the following conditions are met:

- Proposed changes shall have been published in THE INSTITUTE at least three (3) months in advance of final consideration by the Board of Directors, with a request for comment, and
- All IEEE Major Boards shall have the opportunity to discuss proposed changes prior to final action by the Board of Directors, and
- An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required for changes to be made.

7.9 IEEE Amicus Policy

The IEEE recognizes that courts will, from time to time, consider matters affecting the interests of the IEEE, its members, or the engineering profession and allied fields, or other aspects of the public interest where the IEEE may be able to provide useful insights. In many countries, nonparties have the opportunity to offer information or perspectives to assist a court or other dispute-resolution body in resolving a dispute between two parties, where the resolution may have implications beyond the particular case. In common-law jurisdictions, this is called an "amicus curiae" (friend of the court) brief; civil-law jurisdictions can provide similar opportunities. This policy statement will refer to all such submissions as "amicus briefs" and all such dispute-resolving bodies as "courts." In some cases, the IEEE may deem it appropriate to submit an amicus brief, either alone or with others who share an interest with the IEEE. This policy sets procedures for the IEEE's development of recommendations for amicus briefs. This policy does not apply to other forms of position statements (such as testimony or other submissions to legislative bodies or administrative agencies acting in a rule-making capacity).

A. Introduction

The IEEE may learn of opportunities to participate as an amicus in many ways. Regardless of the source of information about an amicus opportunity, the time from learning about the opportunity to the deadline for submission of an amicus brief will often be short. Consequently, the IEEE has adopted these procedures.

B. Procedures

Requests for filing or joining an amicus brief should be directed in the first instance to the IEEE Executive Director who shall notify the IEEE President. As a general matter, requests should be submitted to the IEEE Executive Director at least 60 days before the due date for filing a brief on the IEEE's own behalf and at least 30 days before joining a brief filed by another party. (A request may be considered if it does not meet these deadlines, but the relative lack of time will itself be a factor in determining whether to join or file the amicus brief.) As time permits, the IEEE Board of Directors will consider amicus requests at its regularly scheduled meetings. At his or her discretion, however, the IEEE President may call a meeting of the Board (by telephone or otherwise) to consider whether the IEEE should file an amicus brief and to consider the content of such a filing. If the Board determines that the IEEE should file the amicus brief, the IEEE President shall supervise legal counsel's preparation of the amicus brief with the participation of the relevant IEEE organizational unit. The final text shall be reviewed and approved by the President, the Past President, and the President-Elect.

The final brief shall be distributed to the Board of Directors promptly after it is filed with the court.

C. Decisional Factors

The IEEE will consider amicus opportunities (including the opportunity to join an amicus brief prepared by another organization) that may affect the IEEE's interests or that may benefit from the particular insights that the IEEE can provide. Each opportunity is unique, but the IEEE will typically consider the following factors when determining whether to file an amicus brief on a particular matter:

- Whether the case may result in a legal rule that will materially affect the collective interests of IEEE's members, the profession, and/or the public good on those subject matter areas within IEEE's competence?
- Whether the IEEE has special knowledge or insights that would benefit a court's informed decision-making?
- Whether the case may be decided in a way that would impose or increase the risk of liability for organizations such as the IEEE or any of its organizational units?
- Whether the case may result in a legal rule that will materially affect the fair, open, or efficient operation of nonprofit organizations, professional societies, standards development organizations, or other organizations similar to the IEEE or any of its organizational units?
- Whether the IEEE is already a party to a case whose outcome might be affected by a decision in the case in which an amicus might be filed?
- Whether an amicus brief would necessarily require taking a position in favor of a party to the dispute (unless taking a position is otherwise in the IEEE's interests, after due consideration of the other relevant factors)?
- Whether other potential amici are likely to file briefs either for or against the views that the IEEE would submit?
- The expense to the IEEE in filing a brief, and the existence of cost-effective alternatives (such as joining an amicus brief prepared at another organization's expense but with sufficient IEEE input to warrant IEEE's joining in the brief).
- If readily and reliably determinable, the views of IEEE members or other IEEE constituencies.

Typically, an IEEE amicus brief will provide factual information that may not otherwise be readily apparent to the relevant court, explain the consequences of potential alternative decisions, or advocate a proposed rule of decision. The IEEE typically will not take a position on the disputed facts at issue in a case, although if the IEEE has special knowledge of relevant facts it may offer those views. Any presentation of facts shall be fair and objective.

- D. IEEE-USA, on its own behalf, may authorize filing amicus curiae, to U.S. federal and state courts and related judicial bodies. Amicus curiae briefs shall be confined to the presentation of relevant facts and arguments judged to be objective, verifiable, and properly within the purview of IEEE-USA for issues of interest to the IEEE U.S. members. Any proposed IEEE-USA amicus brief filings and the reasons therefore will be communicated in a timely fashion to the IEEE President and Executive Director to determine whether the proposed brief concerns matters of corporate concern that warrant review by the IEEE Board.

7.10 Procedures for Misconduct Complaints

Reporting Misconduct Complaints

Any individual may file a misconduct complaint against a member, or a non-member engaged in an IEEE activity, through the process defined in this policy.

Employee related disputes, standards development disputes, disputes related to conferences, society-society disputes, scholarly publication misconduct, and inappropriate financial activities, may be directed for review and action to the Organizational Unit within IEEE charged with overseeing the issue(s) related to the misconduct or dispute. All other complaints made with respect to misconduct shall be reviewed by the IEEE Ethics and Member Conduct Committee (EMCC) through its Conduct Review Committee (CRC). EMCC shall serve as the final arbiter of decisions made by the CRC.

In addition to this, there shall be a point of contact within IEEE to confidentially report any misconduct complaint and to maintain a database of all reported cases of misconduct related to the IEEE. If a complaint is reported to an IEEE member, volunteer, or IEEE staff member, that person should inform the complainant of the process to submit the report to the Organizational Unit within IEEE charged with overseeing the issue or to the point of contact within IEEE.

If the alleged misconduct occurs at an IEEE meeting, conference or event, and immediate action is needed on-site, the process for taking immediate action shall follow the procedures defined by IEEE Meetings, Conferences and Events. See the [IEEE Event Conduct and Safety Statement](#).

Only those complaints reported within: (i) 5 years of the date of alleged act of misconduct; or (ii) 5 years from when discovery of the alleged misconduct is first made in circumstances where such discovery could not have reasonably been made sooner through no fault of the complainant, whichever is later, shall be considered by the Ethics and Member Conduct Committee (EMCC) process.

Pursuant to IEEE Policy 9.10, retaliation against those who in good faith report their concerns is strictly prohibited.

A. Confidentiality of Complaint

The contents of complaints and the identity of the persons involved and the scope of any related inquiries shall remain confidential, except as required by law or if such disclosure is required for the equitable and expeditious review of the complaint in accordance with the procedures set forth below.

B. Contents of Complaint

The following information shall be requested for complaint submission.

- 1) The name and contact information of the member or non-member reporting the issue to IEEE;
- 2) Name(s) of the member or non-member whose conduct is the subject of the complaint;
- 3) The names and contact information (if known) of the person(s) believed to have knowledge pertaining to the subject of the complaint, if applicable;

- 4) A specific statement which sets forth the conduct that gave rise to the complaint, including specific provisions of any IEEE governing documents, IEEE Operation Manuals, other internal and external rules and regulations that the conduct is alleged to have violated;
- 5) Any documentation or materials upon which the complaint, in whole or in part, is based.

IEEE shall also allow for anonymous complaints.

C. Acknowledgement and Evaluation of Complaint

After the complaint is reported, a Case Number shall be assigned which shall be provided to the complainant.

Within ten (10) business days after the receipt of the complaint, it shall be reviewed by the IEEE Legal and Compliance Department for appropriate assignment within IEEE.

IEEE can decline to pursue the complaint further if it deems the complaint to not be within its purview and the complainant shall be notified.

D. Assignment of the Complaint

The CRC is a committee of EMCC. It shall review complaints alleging misconduct by a member, or a non-member participating in an IEEE activity.

- 1) The voting members of the CRC shall consist of not more than fifteen (15) members, including the Chair and Vice Chair, all of whom are not members of the Board of Directors. The Chair of the CRC shall be a member of the EMCC and shall not have a vote on CRC decisions made by the EMCC.
- 2) The CRC members shall serve three-year terms and may serve up to two consecutive terms. All CRC members shall be IEEE members of Senior or Fellow Grade, recommended through a slate prepared by the IEEE Nominations and Appointments Committee for appointment by the EMCC Chair.

E. Determination of Evidence of Misconduct

- 1) A Review Panel shall be formed by the CRC Chair for each complaint received by CRC.
- 2) The Review Panel shall be formed within seven (7) business days from the receipt of the complaint by the CRC.
- 3) Each Review Panel shall consist of three (3) CRC members and one (1) alternate CRC member who shall serve if necessary.

The CRC shall have oversight of each Review Panel to ensure consistency of and compliance with the review process. CRC members shall recuse themselves, or be recused by the CRC Chair, from service on a Review Panel if there is a conflict of interest or a lack of impartiality.

- 4) The Review Panel shall conduct a review of the complaint within fifteen (15) business days of its receipt of the complaint to determine if there is sufficient evidence of misconduct as defined in IEEE Bylaw I-110. The Review Panel may gather additional information necessary to make such determination.
- 5) If, after the aforementioned review period, the Review Panel determines that there is not sufficient evidence to review the complaint, the case shall be closed and the complainant shall be notified. Closed cases may be resubmitted if the complainant can provide additional supporting information.
- 6) For cases determined to have sufficient evidence of misconduct, the Review Panel shall assess if there could be an amicable solution. The Review Panel shall work with the parties involved in the complaint toward that solution, but shall not impose a binding decision on the parties to the complaint.
- 7) If the Review Panel and the parties are able to resolve the complaint, the case shall be updated with the final outcome and closed. If the parties involved are not able to reach a resolution, the complaint shall move forward for further review.
- 8) For cases determined to have sufficient evidence of misconduct and for which an amicable solution was not reached, the Review Panel shall move forward with further review and the parties to the complaint shall be notified.

F. Review Panel Assessment

- 1) The Review Panel shall have thirty (30) business days following its determination of sufficient evidence of misconduct to complete its further review of the complaint.

The contents of the complaint shall be provided to the subject of the complaint.

- 2) If the subject of the complaint does not acknowledge receipt of notifications, refuses to accept such notifications, or refuses to participate in the Review Panel process, the review of the complaint shall still continue.
- 3) The review may be terminated if:

The Review Panel, in consultation with IEEE Legal and Compliance, determines that:

- a) the complainant has initiated legal or regulatory proceedings which are based upon the same or related circumstances underlying the complaint; or
- b) The complaint pertains to the same or substantially the same conduct or subject matter involving the subject of the complaint in a case previously considered by IEEE; or
- c) The complainant fails to respond to a written request for further information within fifteen (15) business days following such request; or
- d) There is any disclosure or publication of the complaint or its contents by the complainant before the review is completed.

- 4) Notwithstanding the foregoing, nothing contained in this IEEE Policy 7.10 is intended to or shall be interpreted to preclude a member or non-member from:
 - a) filing a complaint and/or charge with any appropriate governmental agency with responsibility for employment related matters;
 - b) participating in any investigation conducted by a government agency, or such other governmental agency; or
 - c) engaging in legitimate whistleblowing activity as may be defined by applicable law.

G. Determination of the Review Panel

The decision of the Review Panel shall consist of a determination that misconduct was, or was not, found as alleged in the complaint.

- 1) If misconduct was not found, the case shall be considered unsubstantiated and closed.
- 2) If misconduct was found, the Review Panel shall provide a recommendation for member or non-member disciplinary action (as defined in the *CRC Operations Manual*) or for potential member sanctions (as defined in IEEE Bylaw I-110).
- 3) The Review Panel shall provide its final recommendation regarding misconduct to the Conduct Review Committee (CRC) within ten (10) business days of completing its review.
- 4) The Review Panel recommendation shall be reviewed by the CRC Chair, the EMCC Chair, and IEEE Legal and Compliance for clarity, consistency, and compliance with the procedures for the review of complaints.

H. Notification of Disciplinary Action and Appeals

- 1) Within ten (10) business days of receiving the Review Panel recommendation, the Conduct Review Committee (CRC) shall notify the parties of the complaint of the decision of the CRC and any disciplinary action to be taken against the subject of the complaint.
- 2) If there is no appeal of the CRC decision, the complaint shall be considered resolved, the case file updated with the final decision, and the parties of the complaint shall be notified of the final disposition of the case.
 - a) If the CRC decision is to pursue potential sanctions, the CRC decision shall be forwarded to the EMCC.
 - b) If either or both of the parties to the complaint appeal the CRC decision of disciplinary action or potential sanctions, appeals must be sent to the EMCC Chair within 15 business days.

- c) The EMCC shall have fifteen (15) business days to review appeals and CRC decisions to pursue potential sanctions. The EMCC can adopt, amend, or reject the appeals or potential sanctions decision.
- d) If the recommendation is to not pursue potential sanctions, the complaint shall be considered resolved, the case file updated with the final decision, and the parties of the complaint shall be notified of the final disposition of the case.

I. Notification of Potential Sanctions

If EMCC's review of the CRC decision results in its recommendation for potential sanctions then, within ten (10) business days, the EMCC Chair shall notify the parties to the complaint of the decision to request the formation of a hearing board to determine potential sanctions.

If the identity of a charged member is disclosed by the EMCC, the person or entity to whom such disclosure was made may be notified of the final action of the complaint. Final action shall mean either the termination of the complaint by the EMCC or the final action of the Board of Directors.

J. Hearing Board Procedures

The EMCC Chair shall advise the IEEE President, by transmittal of the report of the EMCC, and request the appointment of a hearing board and the determination of the date, place and time at which the complaint shall be presented to the hearing board.

- 1) The date for the hearing board, selected by the IEEE President, shall be no more than six months following receipt by the IEEE President of report of the EMCC and shall be chosen to permit service of notice on the IEEE member to be charged at least ninety (90) days prior to the date set for hearing the matter.
- 2) The EMCC Chair shall serve notice, by traceable mail, on the charged member. The notice shall include:
 - a) the time, place and date of the hearing
 - b) the date by which the charged member shall notify the Committee Chair whether the charged member will attend the hearing in person, or be represented by a person authorized by the charged member
 - c) a copy of the complaint
 - d) the report of the EMCC
 - e) notice that any materials for the presentation, intended for submission by the charged member, be received by the Committee Chair for distribution to the hearing board twenty (20) business days in advance of the hearing date
 - f) The EMCC Chair shall notify, by traceable mail, the complainant of the time, place and date of the hearing.

- g) Materials that are to be a part of the EMCC's presentation to the hearing board shall be distributed to the hearing board members and the charged member fifteen (15) business days in advance of the hearing date.
 - h) Any person appearing before the hearing board on behalf of either the EMCC or the charged member shall provide the hearing board Chair with information sufficient to identify themselves, their role, and confirmation of their representation of either the EMCC or the charged member.
- 3) The hearing board shall be supported by IEEE legal counsel, the IEEE Staff Secretary, and any associated staff.

K. Hearing Board Members

- 1) The IEEE President, with the concurrence of the Board of Directors, shall appoint no fewer than five and not more than nine IEEE voting members, not currently serving on the IEEE Board of Directors or the EMCC, to serve as the hearing board to hear the presentations by the EMCC and by the charged member and vote on the actions to be taken.
- 2) The IEEE President with the concurrence of the Board of Directors shall at the same time appoint alternate members, designated as first alternate and second alternate, to serve as may be required.
- 3) The charged member and the complainant shall be notified of the appointment and membership of the hearing board.
- 4) The hearing board shall select one of its members to serve as Chair, who shall have a vote. The Chair shall preside over the hearing and prepare the findings and recommendations of the hearing board.
- 5) The hearing board, by majority vote, shall disqualify one or more of its members, if warranted, to assure impartiality. Any member may disqualify himself or herself in like circumstances.
- 6) A charged member or complainant may request disqualification of hearing board members in writing to the hearing board Chair. Such request shall be made within ten (10) business days of receipt of the notification of the hearing board appointment and membership.
- 7) Should any disqualifications reduce the hearing board to fewer than five members, the Chair of the hearing board shall designate alternates to serve in the order determined by the IEEE President.

L. Procedure at the Hearing

- 1) The session shall be held in executive session and should be in person.
- 2) Alternate meeting forms of the hearing board shall be allowed if the following two conditions are met and upon notification to the IEEE Secretary:

- a) All persons participating in the meeting shall hear each other at the same time if participation is either a combination of in person and virtual or solely virtual, and,
 - b) Upon the charged member's consent, unless such consent would not protect the complainant's physical health and well-being, with such determination being made by IEEE Legal and Compliance.
- 3) All written materials presented to the hearing board shall be filed with the Staff Secretary of the Board of Directors no later than ten (10) business days in advance of the hearing board date.
- 4) The member charged and the EMCC may each have a maximum of four speakers (including counsel and witnesses). Relevant written statements from other parties are encouraged rather than active participation in the hearing by a witness and shall be accepted by the Staff Secretary no later than ten (10) business days in advance of the hearing board date.
- 5) The hearing board Chair shall convene the session and shall be the final authority in any matters relating to procedures and administrative functions of the hearing.
- 6) The hearing shall include:
 - a) Opening instructions by and at the discretion of the hearing board Chair;
 - b) Opening statement by the EMCC's counsel;
 - c) Opening statement by the charged member;
 - d) Presentation of evidence by the EMCC's counsel;
 - e) Questions to the EMCC (including any witnesses made available by EMCC) by the charged member;
 - f) Hearing board questions;
 - g) Presentation of evidence by the charged member;
 - h) Questions to the charged member by the EMCC's counsel;
 - i) Hearing board questions;
 - j) Closing statements by the EMCC's counsel;
 - k) Closing statements by the charged member;
 - l) Hearing board questions; and
 - m) Conclusion/adjournment by the hearing board Chair

M. Appearance of Charged Member and Complainant

- 1) Failure to Make Presentation. In the event that the charged member or the authorized representative fails to appear on the hearing date, the hearing board may either act upon the presentation submitted by the charged member or, at the discretion of the hearing board, the meeting shall be postponed and the matter considered on a subsequent date.
- 2) The complainant shall be present at any hearing at which the complaint is considered upon the written request of either the EMCC or the charged member, except as described in Section L. 2. b). The complainant may appear in person or by video conference.
- 3) Notice of Postponement. The Chair of the hearing board shall notify the charged member, the complainant, and the EMCC of the new date, time, and place for such postponed hearing.

The notice shall be given within such period as the hearing board determines to be reasonable under the circumstances.

- 4) Failure of the charged member or the authorized representative to appear on the new hearing date shall not be cause for further delay of the hearing board's final action.
- 5) If the charged member failed to submit a presentation, the hearing board shall act upon the presentation of the EMCC.
- 6) Postponement or Delay. The length of postponement or delay of hearing or final action by the hearing board shall be discretionary; provided, however, no delay or postponement approved by the hearing board shall extend the final action of the hearing board beyond six months from the date on which the hearing procedure was initiated.

N. Deliberation and Findings by Hearing Board

Deliberation of Cause and Sanctions

- 1) Upon conclusion of the hearing, the hearing board shall convene in executive session. The IEEE Legal counsel to the hearing board, Staff Secretary, and any associated staff may attend.
- 2) The hearing board shall base its deliberations on the material submitted to it prior to the hearing and on the basis of the evidence presented at the hearing itself. The hearing board Chair and the hearing board have discretion to determine what information should fairly be included or excluded.
- 3) The hearing board shall determine, on the basis of the evidence presented, whether the conduct in question constitutes cause as defined in IEEE Bylaw I-110.
- 4) A recommendation to expel, suspend, revoke Senior or Fellow Member grade, or censure a charged member shall be made by the hearing board based on the severity of the wrongful conduct of the charged member, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors which the hearing board considers relevant in the circumstances of the particular case.

O. Findings

- 1) The hearing board, after resolving these issues in executive session, shall be reconvened for the purpose of recording the ballots and the final action taken pertaining to the issue of member misconduct.
- 2) If the hearing board has found cause, it shall record its vote and recommendation, if any, on the issue of sanction as defined in IEEE Bylaw I-110.
- 3) A finding that a charged member's misconduct shall result in censure, revocation of Senior or Fellow Member grade, suspension, or expulsion shall require the affirmative vote of two-thirds of the votes of the members of the hearing board present at the time of the vote, provided a quorum is present. The hearing board shall make a recommendation on the time period for suspension.
- 4) The hearing board shall make a recommendation to the Board of Directors as to whether the identity of the charged member should be included in any notification to the membership.

P. Final Hearing Board Action

- 1) The hearing board, acting through its Chair, shall prepare its findings and recommendations as to sanction, if any, in writing, including any opinions or statements from individual members of the hearing board.
- 2) Final hearing board action shall consist of the recorded ballots and findings made in writing on the issues of cause and sanction.
- 3) Notice of final hearing board action shall be served, by traceable mail, on the charged IEEE member, the person initiating the complaint, the Chair of the EMCC, and the IEEE Board of Directors. The notice shall include the record of the final action by the hearing board. The Chair of the hearing board shall serve notice within five (5) business days from the date of final action by the hearing board.
- 4) Within ten (10) business days of the receipt of the notice of the final action of the hearing board by the Board of Directors, the IEEE President shall notify, by traceable mail, both the charged IEEE member and the Chair of the EMCC of the date on which the Board of Directors shall review the hearing board's final action.
- 5) Within ten (10) business days of the receipt of the notice of final action, the charged member may submit, in writing, such comments and recommendations to the Board of Directors as they deem relevant to that Board's deliberations.

Q. Board of Directors Final Action and Notification

- 1) Final action by the Board of Directors on review of hearing board decisions and recommendations shall consist of the recorded ballots and findings made in writing on the issues of cause and sanction, in accordance with IEEE Bylaw I-110.6.

- 2) In accordance with IEEE Bylaw I-110, the IEEE Board of Directors shall notify the charged member and complainant of the final action taken. Notifications to the IEEE membership shall be at the discretion of the IEEE Board of Directors.

7.11 Ethical Support

Part A - Submission of Requests for Support, Inquiries and Information.

1. All requests for support regarding circumstances of affected by adherence to the IEEE Code of Ethics shall be sent to the Chair, IEEE Ethics and Member Conduct Committee, IEEE, c/o Corporate Activities, 445 Hoes Lane, Piscataway, NJ 08854 by traceable mail.
2. Information which any individual wishes to bring to the attention of, or inquiries for which a response is sought from IEEE shall be submitted in the same manner but need not be notarized or sent by traceable mail. Information and inquiries shall be reviewed by the Ethics and Member Conduct Committee and forwarded, with or without comment or recommendation, to the Board of Directors for consideration and action as may be appropriate.

Part B – Form and Contents of the Request for Support.

The request for support shall be in the form of an affidavit, typewritten, notarized and signed by the individual. Such request shall be notarized, or include equivalent certification of signature in areas outside of the US. The Request for Support shall include:

1. The name(s), position(s) or title(s) and address(es) and telephone numbers (where available) of the employer or others who are believed to have knowledge pertaining to the subject of the Request;
2. The issue, incident(s), or the matter of ethical principle which the person believes is involved together with the specific provisions of the IEEE Code of Ethics deemed relevant or considered to have precipitated the condition(s) of jeopardy;
3. Documents, statements and any other evidence to be considered as supporting the Request. The identification and location of any other documents and material relevant to the Request but not provided in the submission;
4. A full description of the circumstances, events and facts which relate to the ethical matter for which IEEE support is sought.

Part C – Procedure on Receipt of Request for Support.

The Chair of the Ethics and Member Conduct Committee shall:

1. Review the Notarized Request for Support, Inquiry or matter of information to ascertain that the incident or event involved occurred no longer than two years prior to receipt thereof. Should the interval exceed two years, all material shall be returned without duplication or distribution, noting this limitation.
2. If the incident occurred within the two-year limitation period, then promptly acknowledge Receipt of the Request, Inquiry or information.

Transmit copies of the Request, Inquiry or information to Committee members, ensuring that no other distribution or duplication of the material is made, except to provide IEEE counsel with relevant documents, etc. in connection with a request for legal advice.

3. Take steps to consider the Request for Support, Inquiry or information submitted, assemble information, provide for Committee evaluation and prepare a Report on Preliminary Investigation within a period of one hundred twenty (120) days from acknowledgment of receipt of the Request, Inquiry or information. In those instances where investigative difficulties preclude completion within this limitation, the IEEE President may grant extension upon request.
4. Ensure, during the period of its investigation, that the Ethics and Member Conduct Committee, acting on its own behalf or through ad hoc Committees appointed by the Ethics and Member Conduct Committee Chair, seek relevant information from IEEE members, employees and others as may be appropriate to the nature and contents of the Request for Support, Inquiry or information. Such information as may be obtained shall be reduced to writing and included in the file or records of the Chair of the Ethics and Member Conduct Committee of the case under review.
5. During the course of the investigation ensure that the contents of the Request, identity of persons involved and the scope of the inquiry shall remain undisclosed by the Ethics and Member Conduct Committee to the extent practicable, consistent with the need to secure valid information and conduct an expeditious review.

Part D – Responsibilities of the Ethics and Member Conduct Committee.

1. If in the course of its investigation and review the Committee deems it appropriate to contact persons or entities outside the membership of IEEE or the employer concerned, the Committee shall:
 - a) obtain from the requesting individual a letter of waiver; and
 - b) send to the employer(s) concerned a letter disclaiming any and all purpose or intent to engage in collective bargaining on behalf of the individual with respect to such matters as salaries, wages, benefits, and working conditions, customarily dealt with by labor unions.
2. The Ethics and Member Conduct Committee, upon concluding its investigation, shall prepare a Report on Preliminary Investigation which shall include findings, conclusions and recommendations based on relevant information and technical and professional opinions.
3. If the request is deemed to be meritorious, the Committee shall submit to the Board of Directors the request and its Report on Preliminary Investigation upon conclusion of its review of the request together with any matters or information related thereto.
4. If the Request for Support is deemed to be without merit, the Ethics and Member Conduct Committee Chair shall notify the requesting individual by traceable mail of the action to terminate and shall include a copy of the Report on Preliminary Investigation.
5. If new or additional information considered material is received within ten business days following service of notice by the Chair of the Ethics and Member Conduct Committee, the Committee may

reconsider and revise its findings. If the prior findings are affirmed, no further consideration shall be granted and the requesting individual so notified. Subsequent submission of a Request or Inquiry bearing on the same or substantially similar incident or issue may result in the Committee declining further consideration.

7.12 Patent Rights of Employed Engineer Inventors

In order to promote the progress of electrical arts and sciences, it is IEEE policy to encourage the establishment of appropriate incentive systems for the development and disclosure of inventions. Implementation of this policy may include actions directed toward the improvement and revitalization of patent laws to extend protection of inventions in newer fields of technology not currently covered, and greater incentives to government contractors for the commercial utilization of inventions resulting from government support, and improving laws to provide equitable distribution of rights between employed inventors and their employers, as well as to promote equitable standard patent pre-assignment agreements.

7.13 Employer Cooperation in Career Maintenance and Development

It shall be IEEE policy that all IEEE committees and other organizational units which include employer/employee relationships in their activities and programs should solicit the views and cooperation of employers of engineers as well as of employees. One method of implementing this policy would be for each Section to establish an "Employer Committee" consisting of representatives of local employers of engineers. Reports of such committee activities should be transmitted via the Section to the Regional Director for dissemination to IEEE-USA and other IEEE bodies.

7.14 Support of Industrial/ Governmental Objectives Having a Common Interest

The IEEE recognizes that its responsibility to secure the career needs of practicing members of the profession is served by measures which, among others, would contribute to the economic health and growth of those industries which employ those practitioners and which, as a consequence, would result in greater demand for their employment.

Therefore, it is IEEE policy that the IEEE-USA include in its programs the active support of those objectives, legislative or otherwise, which are consistent, on the one hand, with the needs of practicing professionals otherwise enunciated in IEEE policies and programs and which, in addition, will tend to increase employment opportunities by improving the general business climate. In the pursuit of this policy, the IEEE-USA is authorized and encouraged to join with organized representatives of industry in the support of such mutually desired ends, consistent with IEEE policies.

7.15 Age Discrimination

The IEEE, consistent with the purposes articulated in Article I of the IEEE Constitution, is committed to the realization and maintenance of an employment environment in which engineers may have full and productive careers free of jeopardy from age discrimination practices.

Just as it is IEEE's policy to help and to encourage its members to develop professionally through their own initiative, so it is also IEEE policy to encourage the passage of appropriate legislation, the elimination of discriminatory practices among employers of engineers, the adoption by employers of

programs designed to maintain the productivity of engineers in their employ, and to encourage employers to examine their practices to ensure that they are not age discriminatory.

In pursuit of this policy, the IEEE shall use its resources in such ways as are deemed appropriate, including, but not limited to, compiling a list of laws relevant to age discrimination which it would publish and/or furnish to engineers upon request.

SECTION 7 – PROFESSIONAL ACTIVITIES
PART B – IEEE -USA POLICIES

APPROVED BY IEEE BOARD OF DIRECTORS

In addition to the policies and procedures presented in Section 7, Part A, the following specific modifications and/or additions to those policies are approved for use within the United States.

7.100 Registration of U.S. Engineers

The IEEE, in furtherance of IEEE Policy 7.6 (Protection of the Public) and IEEE Policy 7.8 (Code of Ethics), as they apply to the United States, recognizes that licensure and registration contributed to the professions' efforts to protect the health, safety, and welfare of the public by ensuring that practitioners meet minimum recognized levels of education, experience, and competence. In support of this position, the IEEE:

- A. Aggressively represents the interests of IEEE members in the licensure and registration process;
- B. Actively participates in the development of sound engineering licensure and registration procedures on a continuing basis;
- C. Strives to promote the adoption of uniform engineering licensure and registration requirements among all states and territories;
- D. Participates in developing content and specifications for national examinations that are used to evaluate engineering competence; and
- E. Strongly encourages individuals to pursue engineering licensure and registration, not only as a means of meeting the legal requirements for protecting the health, welfare, and safety of the public, but also to ensure that they can be prepared to meet the needs of international, national, and state engineering practices.

7.200 Congressional Fellows Program

IEEE and its IEEE-USA Board recognize the value to the IEEE, the profession, the public at-large, and the Congress of the United States of providing timely technical assistance to the U.S. Legislature on matters relating to electrical and electronics engineering. One means of doing this is by the appointment of qualified practitioners to serve with various Congressmen or their committees in the capacity of Congressional Fellows.

It shall be the continuing policy of the IEEE-USA Board to select a minimum of two such Fellows each year, to arrange for suitable funding for the program including the Fellow's grant or stipend, to see that the Fellow(s) is properly orientated with respect to Congressional procedures and protocols and receives necessary technical support, to assist him or her in securing a suitable assignment within the Congress, and to adequately publicize this program and its impact inside and outside the IEEE.

Fellows shall be selected based on technical competence, on ability to serve in a public environment and on evidence of service to the IEEE and the profession. Specifically excluded as selection criteria shall be age, sex, creed, race, ethnic background, and partisan political affiliations. However, the Fellow must be a U.S. citizen at the time of selection and must have been in the IEEE at Member grade or higher for at least four years. Additional criteria may be established by the selection committee.

7.300 IEEE-USA Publications

The area of IEEE-USA publications represents a broad spectrum of divergent social, economic, and legal issues. It is therefore in the best interests of the IEEE that procedures used for IEEE-USA publications incorporate the views of experts in the discipline involved as well as members of the IEEE to ensure both suitability and correctness of the material.

- A. It is IEEE-USA policy to encourage publication of booklets, monographs, conference proceedings, and so forth, which discuss non-technical, social, economic, and legal issues, subject to a suitable editorial process.
- B. The President – IEEE-USA shall appoint an IEEE-USA Editorial Review Committee for IEEE-USA publications to provide for appropriate review and approval.
- C. The IEEE must, out of necessity, assume that material presented at its meetings or submitted for its publication is properly available for general dissemination to the audiences that these activities are organized to serve. It is the responsibility of the authors, not the IEEE, to determine whether disclosure of their material requires the prior consent of other parties and, if so, to obtain it prior to submission to the IEEE.

SECTION 8 – STANDARDS ACTIVITIES

8.1 Objectives

The objectives of the IEEE's standards activities are

- To develop and publish broadly accepted standards and other standards-related documents that will advance the theory and practice of electrical engineering, electronics, computer science, radio, and allied branches of engineering or the related arts and sciences, and
- To work with other standardizing bodies, both national (of any country) and international, to take available needed standards in the field of electrotechnology.

The term "standards" as used in Section 8 encompasses recommended practices and guides as well as standards documents that delineate specific requirements.

8.2 Responsibility

The authority for the standardization activities of IEEE is assigned by the Board of Directors to the Standards Association.

8.3 Detailed Procedures

Detailed procedures and requirements for standards activities within the IEEE are set forth in the IEEE Standards Association operations manuals and the bylaws and operations manuals of its subsidiary boards and committees, which are available to participants and interested parties from the IEEE Standards Association.

SECTION 9 – ACTIVITIES OF IEEE ORGANIZATIONAL UNITS

9.1 Affiliation with Tax-Exempt Organizations

If a Section or Society desires to affiliate with an organization which is exempt from the United States Federal income tax as an organization described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 and which has tax-exempt purposes in common with IEEE, its chair or president should mail to IEEE Headquarters a copy of the determination letter or ruling from the Internal Revenue Service stating that the organization in question is exempt from tax under either of such sections and a copy of such organization's Certificate of Incorporation, Constitution and Bylaws. IEEE Headquarters will then advise the Section or Society whether it approves or disapproves the proposed affiliation. If the tax-exempt status of an affiliate organization is changed or terminated, or if the Certificate of Incorporation or Constitution of an affiliate organization is changed in any important way, the Chair of the Section or the Society President should immediately notify IEEE Headquarters and furnish as much detail as is available.

9.2 Association by Chapters with Other Organizations

Chapters of IEEE Societies are not permitted to affiliate with organizations outside the IEEE. They are permitted to participate informally in joint technical activities, under conditions approved by the responsible Section. If a formal affiliation with another organization appears advantageous in furthering the activities of a Chapter, it should be consummated by the responsible Section, Affiliation, Council, or Region, as provided in Statement 9.1 above.

9.3 Section/Chapter/Society Cooperation

The successful operation of the IEEE at the local level depends upon close cooperation and harmonious relations between the various organizational units involved: the Section, the Chapters, and the Societies. Each has responsibilities to serve the members and the others as follows:

A. Societies.

1. Seek to identify and satisfy the needs of the Chapter members and Sections. Formulate plans to meet these needs.
2. Provide a strong technical resource for Chapters (and Sections where there are no Chapters) having information requirements.
3. Provide educational programs (courses, speakers, etc.) for use by Chapters and Sections as required.
4. Help Sections where there are no Chapters to identify possible leaders.
5. Seek close communication with Chapters. Encourage Chapter Chair attendance at Administrative Committee meetings. Arrange for Administrative Committee members to visit Chapters.
6. Encourage Chapters to formulate goals and plans, to exert initiative, and innovate activities to reach their objectives.

B. Chapters.

1. Seek to identify and satisfy the needs of Chapter members, the Section and the Society. Formulate plans to meet these needs.
2. Encourage Chapter members to provide information to the Society through publications and meetings.
3. Provide personnel resources to the Society and to the Section as required. Past Chapter Chairs should be encouraged to accept Section offices and jobs and Administrative Committee offices and jobs upon request.
4. Provide technical programs for the Section upon request.
5. Coordinate Chapter meeting dates and times with the Section to minimize conflicts that are detrimental to the membership.

C. Sections.

1. Seek to identify and satisfy the needs of the members, Chapters and Societies. Formulate plans to meet these needs.
2. Identify leadership and encourage the formation of Chapters for Societies having 100 or more members in the Section.
3. Provide training for Chapter officers.
4. Provide publicity for Chapter meetings, including the Section Publication, if any.
5. Provide financial support for Chapter meetings, including reasonable speaker meal costs.
6. Support Chapters seeking to host major Society meetings.

9.4 Employment of Staff or Engagement of Independent Contractors to Support IEEE Organizational Units

No IEEE organizational unit shall hire staff or engage an independent contractor without prior authorization of the IEEE Executive Director or his or her designee. Procedures for the hiring of staff, or the engagement of independent contractors, shall be maintained by the IEEE Human Resources Department. Requests to hire staff shall be sent to the IEEE Staff Director for Human Resources. Requests to engage an independent contractor shall be sent to the Manager, IEEE Procurement. The Manager, IEEE Procurement, shall determine whether the individual circumstances regarding the proposed engagement of an independent contractor meet all requirements of and qualify as independent contractor status. When it is determined that the request does not qualify as an independent contractor, the request shall be referred to the IEEE Staff Director for Human Resources. Approvals to hire staff or engage independent contractors may be given when (i) it is determined that such activity will result in improved administrative, programmatic or technical services, (ii) all applicable United States or foreign employment or other laws have been complied with, and (iii) all IEEE financial budgetary and procurement procedures (including those set forth in the IEEE Finance Operations Manual) have been complied with.

For purposes of this policy, “staff” shall mean employees hired by the IEEE on a full-time, part-time or temporary basis, and the term “independent contractors” shall mean individuals or entities who are otherwise engaged to perform services for a specific project or activity. IEEE Organizational Unit as defined in IEEE Bylaw I-107.1 includes Boards, Committees, Regions, Sections, Chapters, Societies, Technical Councils, Conferences, etc.

9.5 Separate Incorporation

Separate incorporation of IEEE organizational units is not normally permitted. On rare occasions, when historical events, local conditions or economic conditions rule out alternate solutions, such incorporation may be allowed, but only after the Board of Directors is satisfied that the name and integrity of the IEEE are adequately protected. Should it be necessary to form a legal entity, separate from the IEEE, the following conditions shall normally apply:

1. Formation of any separate legal entity shall be approved by the IEEE Board of Directors.
2. The IEEE Board of Directors shall appoint the members of the board of directors of the entity formed. At least one member of the board of directors shall currently be a member of the IEEE Board of Directors.
3. A dissolution clause shall be included in the organizational documents of the entity such that upon dissolution of the entity any remaining assets (or IEEE’s proportionate share if there are multiple stakeholders in the entity) shall be returned to IEEE.
4. Any subsidiary of IEEE should preferably be wholly-owned and subject to direction and control by IEEE and fully consolidated with IEEE finances. There shall be regular direct financial reporting to the IEEE Finance Committee.

9.6 Section Reserves

Good Section management strives to provide the best possible services to its members consistent with its resources. Sound financial management will consider not only funds available and anticipated, but also the uncertainties of planned income and expenditures. Section reserves should be adequate, but not excessive.

As part of its financial plan, each Section is expected to define the maximum reserves appropriate to its operation, current and planned. As a general guideline, a reserve greater than three times the annual rebate, after known commitments and unusual requirements are deducted, would be considered excessive. There will be special cases where this may not apply.

In special circumstances, such as being a good location for conferences, some Sections can provide outstanding services to their members and, in the process, generate surplus funds. In keeping with the policy of avoiding accumulation of disproportionately large reserves, systematic steps should be taken to step up the level of activity so as to best serve the interests and needs of the Section membership. This can be done through additional meetings, conferences, educational programs, publications, etc., or by putting these funds to work elsewhere in the IEEE, through MGAB, TAB, EAB, or other Sections, Chapters or Branches within the Region.

The Regional Directors will continually review the implementation of this policy and investigate and recommend appropriate action in cases where reserves appear excessive.

9.7 Participation in IEEE Activities

It is the responsibility of Officers and Directors of the IEEE:

1. To attend regularly IEEE Region, Section and Society meetings, as well as Technical Conferences; to represent the Board of Directors at these meetings; to address these meetings on behalf of the Board of Directors; to assure the attending members that these meetings have the support of the Board of Directors; and to seek their comments and advice pertaining to the activities of the IEEE.
2. To participate in social events (luncheons, dinners, and other social get-togethers) with IEEE Region, Section, Society and Technical Conference leaders and members and to utilize such social events and contacts to cement the relationships between the IEEE, on the one hand, and the leadership and members of its major groupings, on the other.

To further the purposes and aims of the IEEE, the members should encourage their spouses to participate where possible in IEEE activities associated with Board of Directors, Region, Section and Society meetings and Technical Conferences without reimbursement from the IEEE. To help establish a close, cooperative relationship between members of the IEEE, and to make membership in the IEEE a family concern, members' spouses are encouraged to join and actively participate in the social events of the IEEE. Members' spouses should be encouraged to attend discussion groups at the Region, Section and Society meetings, to become more fully aware of the IEEE's functions.

9.8 IEEE Diversity Statement

IEEE's mission to foster technological innovation and excellence to benefit humanity requires the talents and perspectives of people with different personal, cultural, and disciplinary backgrounds. IEEE is committed to advancing diversity in the technical profession, and to promoting an inclusive and equitable culture in its activities and programs that welcomes, engages, and rewards those who contribute to the field without regard to race, religion, gender, disability, age, national origin, sexual orientation, gender identity, or gender expression.

9.9 Conflict of Interest

Members, volunteers, and staff must act at all times in the best interests of IEEE when engaging in activities related to or on behalf of IEEE. Conflicts of interest, whether actual, perceived, or potential, must be avoided.

A. Definitions.

1. A conflict of interest is defined as any situation, transaction, or relationship in which a member's, volunteer's, or staff person's decisions, actions, or votes could materially affect that individual's professional, personal, financial, or business concerns.
2. A potential conflict of interest arises from a situation where an individual might have a conflict of interest based on his or her responsibility to IEEE.
3. A perceived conflict of interest arises where a third party might reasonably conclude that an individual's private interests could improperly influence the performance of his or her responsibility to IEEE <http://www.ieee.org/about/corporate/compliance/index.html>.

- B. Responsibility. When conducting IEEE business or engaging in activities related to IEEE, members, volunteers and staff must be cognizant of any actual, perceived, or potential conflict of interest, especially those involving improper personal or financial gain. Consistent with the process outlined in §715 of the New York Not-for-Profit Corporation Law, it is the responsibility of all IEEE members and volunteers in any elected, appointed, or other decision-making position of an IEEE activity to consider each item of business where they have a vote or decision-making authority to determine if an actual, perceived, or potential conflict of interest may exist.

Any member or volunteer with a conflict of interest shall recuse himself or herself per Bylaw I-300.2 and shall not improperly influence the deliberations or vote on the matter giving rise to such conflict. For purposes of this Policy, improperly influence means coercing, manipulating, misleading, or fraudulently influencing the decision or deliberation when the person knows or should have known that the action, if successful, could result in the outcome which the person could not deliberate or vote on directly. Any such recognized conflict shall be disclosed in writing immediately to the IEEE Internal Audit Department and the person in charge of the activity (or the next higher authority if the member is in charge). The Internal Audit Department shall make an initial determination on whether an actual, perceived, or potential conflict of interest exists and provide a recommendation to the member or volunteer and the Audit Committee, or any subcommittee formed by the Audit Committee to perform its responsibilities under this section, on the proper course of action to take. The member or volunteer may request that the Audit Committee review Internal Audit's recommendation. The Audit Committee may also review the Internal Audit Department's recommendation on its own initiative. The results of the Audit Committee's review under either circumstance shall be final. A recommendation adopted from the Internal Audit Department or the final decision issued by the Audit Committee shall be entered into the Audit Committee's official record and the activity's record. In the event that a volunteer becomes aware of an actual, perceived, or potential conflict of interest for which there is insufficient time for Internal Audit to review regarding his or her confirmed involvement in advance, he or she shall still inform Internal Audit and recuse himself or herself.

- C. Conflict of Interest Disclosure Statement. In addition to the responsibilities to disclose discussed in Section 9.9.B above, IEEE members, non-members or volunteers in an elected or appointed position and volunteers, editors and others involved in making procurement decisions or other activities that could represent a potential conflict of interest as determined by the IEEE Audit Committee shall comply with the Principles of Business Conduct and Conflict of Interest Policy. Compliance shall include the annual submission of a completed Conflict of Interest Disclosure Statement to the Director, IEEE Internal Audit, at the Operations Center. A Conflict of Interest Disclosure Statement must be filed within 30 days of acceptance of an appointment, placement as a candidate on a slate, or upon request of the IEEE Audit Committee. The IEEE staff shall notify every individual requested to file a Conflict of Interest Disclosure Form of the applicable deadline. Failure to submit a form shall result in automatic removal from service on the committee, board or election slate, as the case may be. It shall be the responsibility of the Board or Committee Chair or, in the case of nominations, the Chair of the appropriate nominations committee to inform such individuals that they have been removed from service or an election slate, as the case may be, for failure to complete the form and to notify the IEEE Audit Committee of such action. The IEEE Audit Committee shall notify the IEEE Board of Directors of all individuals removed from service or an election slate, as the case may be, at the next regularly scheduled Board meeting.

Staff who have authority to make or incur financial expenditures or who have other responsibilities that could represent a potential conflict of interest as determined by the Audit Committee shall

submit a Conflict of Interest Disclosure Statement by 1 February of each year. Any employee with a conflict of interest shall recuse himself or herself per Bylaw I-300.2 and shall not improperly influence any consideration of or decisions on the matter giving rise to such conflict. For purposes of this Policy, improperly influence means coercing, manipulating, misleading, or fraudulently influencing the decision or deliberation when the person knows or should have known that the action, if successful, could result in the outcome which the person could not consider or decide directly.

- D. IEEE Standards Development Participants. Notwithstanding item B, IEEE standards development participants satisfy the responsibility for conflict of interest disclosure by adhering to the disclosure of affiliation policy and procedures which shall be specified in the IEEE SA Standards Board Bylaws and the IEEE SA Standards Board Operations Manual, and by completing the IEEE Conflict of Interest Disclosure Statement when required to do so.
- E. Staff shall comply with the Principles of Business Conduct and Conflict of Interest Policy. Conflicts of interest identified under these Policies shall be addressed under the supervision of the IEEE Executive Director.
- F. Gifts. Employees and volunteers of IEEE are not permitted to receive gifts, favors, services, payments, privileges or special treatment of any kind or nature whatsoever from any individual, enterprise or organization that conducts or seeks to conduct business with the IEEE unless:
 - They are consistent with good business practices; and
 - They are of a nature that could not be construed as a business inducement; and

The retail value of the gift does not exceed USD 100.

There may be occasions when it is appropriate for IEEE to provide an IEEE volunteer with a gift to recognize their contribution to an IEEE event or activity. Such gifts from IEEE should not exceed USD 100 (or the local equivalent) and the total value of all gifts to an IEEE volunteer in any calendar year should not exceed USD 500 (or the local equivalent).

IEEE branded items (e.g., certificates of appreciation, keepsakes items, plaques) under USD 100 shall not be considered gifts for purposes of this policy.

For further guidance on the IEEE Gift Policy, contact compliance@ieee.org.

- G. Violations. Notwithstanding any language in this policy to the contrary, the Audit Committee may refer, through the Chair, or his or her designee, any violation of this Policy by a member of which it becomes aware to the Ethics and Member Conduct Committee or the Board of Directors for further action.

9.10 Whistleblower and Non-Retaliation Policy

It is the policy of IEEE not to take any retaliatory action against any director, officer, manager, employee, member (in any capacity), or non-member participating in an IEEE activity, for raising a good faith compliance or ethics concern, for making a good faith report of a possible violation of IEEE Policies or the IEEE Code of Conduct, or assisting or cooperating in an investigation of a possible violation of IEEE Policies or the IEEE Code of Conduct. Any director or officer of IEEE and any staff manager or employee

who engages in any such retaliatory action can be punished by penalties up to and including expulsion from IEEE membership for a volunteer and termination of employment for any IEEE staff member.

All managers and employees of IEEE have the responsibility to promptly report violations, or concerns regarding potential violations, of IEEE Policies or the IEEE Code of Conduct. Volunteers are encouraged to report such violations. Anonymous reports can be made at www.ieee-ethics-reporting.org. Reports of retaliation should be made immediately to the IEEE Legal and Compliance Department.

9.11 Parliamentary Rules and Procedures

At meetings of the Board of Directors, and all Committees of IEEE as defined in the IEEE Bylaws, unless specified otherwise by the Constitution, Bylaws or Policies, or unless otherwise agreed upon by the respective members thereof, the rules of procedure shall be *Robert's Rules of Order (latest revision)*.

At open sessions of meetings of the IEEE Board of Directors, the affirmative vote of at least twenty percent of those present shall suffice to order the taking of a vote by roll call on a topic other than nominations, individual personnel matters, or awards.

At meetings of the Board of Directors, all motions and amendments shall be displayed in their final form, either electronically or other written form, for all members present at the meeting to see before a final vote is taken. The final phrasing shall be retained at least until the minutes including the action have been approved. For telephonic meetings, the chair of the meeting shall state the final wording of a motion prior to voting.

9.12 Administrative Procedures for Regional and Technical Activities

A. Agenda and Minutes of Meetings. The successful achievement of IEEE objectives will be advanced by establishing certain administrative guides to be implemented by IEEE's members and subdivisions. In this regard, issuing agenda and maintaining and reviewing minutes of IEEE meetings will help to ensure that, consistent with IEEE's decentralized structure, lines of communication among members are maintained, topics for discussion are clearly defined, and sufficient written records are preserved for future reference and needs.

1. It is the policy of IEEE that, whenever practicable, an agenda listing the topics for discussion shall be sent to the members at a reasonable time prior to each meeting (other than formal conferences, symposia or conventions) of an IEEE Board, Committee, Panel or other working assembly of a Region, Society, or other IEEE organizational unit, or of a joint intersociety unit in which IEEE formally participates, or, in any event, shall be distributed at any such meeting by the Secretary of the particular body or by a designated member of the particular body.
2. At each meeting (other than formal conferences, symposia or conventions) of an IEEE Board, Committee, Panel or other working assembly of a Region, Society or other IEEE organizational unit, or of a joint intersociety unit in which IEEE formally participates, minutes of the meeting shall be maintained by the Secretary of the particular body or by a designated member of the particular body. Minutes shall record concisely attendance at the meeting, the substance of all discussions and any actions taken, but need not be in the nature of a verbatim transcript. Maintenance of record copies of the minutes and distribution and review of these minutes shall be carried out by each IEEE organizational unit pursuant to such rules and procedures as are adopted by each body.

- B. Organization of Technical Working Groups and Committees. To achieve the technical objectives of IEEE demands that diverse resources be employed toward the resolution of technical issues. It is the belief of IEEE that the IEEE's technical goals can be furthered most productively through the intelligent utilization of the talents and experience of various individual members serving in their separate, individual expert capacities on appropriate IEEE Committees or working assemblies in IEEE Societies. No member should construe his position to be that of a representative of his employer.
1. Therefore, it is the policy of IEEE that the membership of each Committee, Subcommittee or working assembly of an IEEE Society shall reflect various factors deemed appropriate by such IEEE organizational units (e.g., geographical balance, special expertise, etc.) and shall include a reasonable proportion of persons (one or more) employed by supplier, user and/or other involved organizations in each industry that, in the judgment of each Society, will be affected by or concerned with any subject, except solely administrative or managerial matters, within the stated scope of, or properly to be considered at any meeting of, such Committee, Subcommittee, or working assembly, consistent with its size.
 2. No meeting of any of the above Committees, Subcommittees, or working assemblies shall convene where the interests associated with the persons in attendance are solely those of either supplier or user organizations.

9.13 Availability of Minutes and Archives of IEEE Board of Directors

- A. Any member in good standing who has been a member in good standing for at least the prior six months, may examine at IEEE's New York Headquarters the minutes of any individual Board of Directors meeting which have been approved by the Board, or may be furnished such minutes by mail, at a fee to be determined by the IEEE Executive Director, provided the request is in writing, and assures that the minutes will be used in compliance with the provisions of New York State Not-For-Profit Corporation Law.

B. Archives of Meetings.

1. The archives of the Board of Directors shall be made available on an IEEE website to the IEEE Directors. The archives shall include agenda books, minutes, presentations, and written reports.

The archives, with the exception of executive session minutes and related information, shall be made available, subject to execution of an appropriate confidentiality agreement, to Directors-Elect, President-Elect candidates and members of the senior management staff designated by the IEEE Executive Director. The Board of Directors shall be provided with the names of the staff who shall have such access for the ensuing year, by its first regularly scheduled meeting each year. The IEEE President shall authorize access to successful petition President-Elect candidates, after certification of their candidacy.

2. The electronic versions of the archives shall be formatted and maintained in a manner that will allow users the ability to search the archives.

9.14 Use of the Word "Engineering"

The IEEE interprets the use of the word "engineering" to mean practice of engineering by qualified individuals and recommends that the use of the word in areas of paraprofessional performance be avoided.

9.15 IEEE Quality Policy

Member and customer satisfaction is an important goal of the IEEE. It is therefore our policy to:

- Consistently provide products and services that meet the requirements of our members and customers;
- Pro-actively pursue quality improvements through programs that enable all employees and volunteers to do their jobs right the first time.

9.16 Board of Directors Meetings

As stated in the IEEE Bylaws, the following criteria shall be used in selecting the meeting dates and locations for the IEEE Board of Directors.

A. Meeting Dates and Locations.

1. Meeting venues for the Board of Directors shall be recommended by staff and shall have the concurrence of the Board of Directors based on the following criteria:
 - a) date and location selection shall be made with consideration for special IEEE events, opportunity for local interaction, and to reflect the global nature of the organization; and
 - b) location selection shall be based on accessibility, cost, and availability of appropriate meeting space.
2. Approval of dates for Board of Directors meetings shall be made by the Board at least four years prior to the meeting. Final site selection shall be announced as soon as contracted.
3. A proposed change to meeting dates or locations, shall be accompanied by the expected financial impact of such change including, but not limited to, existing contractual obligations, pre-arranged travel, and projected expense of the new dates and location.
4. IEEE organizational units wishing to meet in conjunction with the Board of Directors shall submit their requests, in writing, at the time of approval of the meeting dates and prior to location contracting. Penalties arising from change/cancellation of meetings by any organizational unit shall be levied against that organizational unit.

B. Information from Meetings.

The detailed record of items considered at meetings of the Board of Directors shall be made available to the Board of Directors within a reasonable timeframe, normally 14 business days after the meeting, on the Board of Directors website. Executive Session items inappropriate for website posting, as determined by the IEEE President, shall be provided by alternate means in the same

timeframe. The record shall include the Agenda, meeting presentations, and any modifications to the Agenda.

9.17 Metric Policy

All IEEE Organizational Units shall:

- A. Actively support the use of the International System of Units (Le Systeme International d'Units, or SI), the modernized metric system.
- B. Follow SI-based metric practice as detailed in IEEE/ASTM SI 10, Standard for Use of the International System of Units (SI): The Modern Metric System, to express measured and calculated values of quantity in all IEEE publications, including standards.
- C. Promote the understanding and use of SI in education at all levels, both within the profession and in society at large.

Necessary exceptions to this policy, such as where a conflicting world industry practice exists, must be evaluated on an individual basis and approved by the responsible Major Board of the IEEE for a specific period of time. The cognizant Board responsible for the publication or activity will be responsible for monitoring compliance.

9.18 Environment, Health and Safety

The IEEE is committed to integrating environmental objectives and considerations into all electrical and electronics engineering activities, worldwide. The IEEE supports technology policies and programs around the world that will help to achieve environmentally sustainable economies.

The IEEE's commitment is demonstrated through the following activities:

1. Promote the development and dissemination of environmentally responsible technologies.
2. Educate members and others on design and manufacturing principles that promote environmentally enhanced products and processes.
3. Establish and participate in multi-disciplinary partnerships to broaden the reach of our policy and efforts in this area.
4. Promote the awareness of and responsible actions towards the environment, health and safety among members and staff in all of the IEEE's endeavors by committing:
 - a) To provide a safe and healthful workplace.
 - b) To conserve natural resources and reduce the generation of waste.
 - c) To strive to recycle or reuse materials and to purchase recycled materials.
 - d) To use energy in a responsible manner, by practicing conservation and by using energy efficient equipment.

9.19 IEEE Electronic Mail Policies

The Board of Directors shall adopt an electronic mail policy governing the terms and conditions by which members may utilize IEEE provided email services. In consultation with the President, the IEEE Executive Director or his/her designee, who shall normally be the Chief Information Officer, shall be responsible for maintaining IEEE electronic mail policies. Proposed changes will be forwarded to the Board of Directors by electronic means and adopted if no member of the Board objects thirty days after such circulation. In the case of an objection the proposed changes will be reviewed at the next Board of Directors meeting.

9.20 Standard Telephone Formats

The following are the correct formats to be used when listing telephone numbers in all IEEE publications and correspondence:

+CC NDC SN

Where:

- CC is the country code (1 to 3 digits)
- NDC is the national destination (area, city, etc.) code (0 to 3 digits)
- SN is the subscriber number (up to 10 digits but typically 6 to 8 digits)

Grouping of digits within a number shall be accomplished with spaces rather than dots or hyphens.

Examples:

Aveiro (Portugal): +351 234 234321

Hong Kong (SAR, China): +852 9 988 1234

New York (USA): +1 213 765 4321

Paris (France): +33 1 44 331234

Rio de Janeiro (Brasil): +55 21 98765432

The phone number is preceded by a "+". The "+" represents the international access code needed to access the international trunk line which is different for each country, for example in the United States it is "011" and in Belgium it is "00". No other punctuation should be used.

9.21 Standard Date Formats

The standard date formats should be used as follows on all IEEE related activities:

- e-mail: DD MMM YYYY (e.g., 10 Jun 2020)
- formal correspondence, etc.: DD Month YYYY (e.g., 10 June 2020)

- computer applications: YYYY-MM-DD (e.g., 2020-06-10), another choice is the "short form," which appears as: YY-MM-DD or 20-06-10. However, the long form should be used whenever possible as it sorts better than the short form.

9.22 Major Board Operations Manuals

As required by the IEEE Bylaws, the Major Board Operations Manuals shall contain, at a minimum, the following:

- a) Mission of the organizational unit.
- b) Identification of the officers and specification of the nomination and appointments process for election of officers not contained in the Bylaws.
- c) A petition process for addition of other officer candidates shall require the number of signatures as specified in the IEEE Bylaws.
- d) The structure and organization of the committees, leadership and their responsibilities.
- e) How business is to be conducted between meetings.
- f) How key vacancies are to be filled.
- g) Procedures for approval and amendment. The amendment process should require, at a minimum, a majority vote of the governing body of the organizational unit, with advance notice thereof.
- h) A process for the generation of a plan that responds to the goals and objectives of the IEEE strategic plan that is related to the mission of that organizational unit.
- i) Financial processes within the organizational unit.
- j) Policies and procedures that elucidate the principles of the Major Board operations.

9.23 Use of E-Mail by the IEEE Board of Directors

To allow for the free exchange of information and ideas between meetings of the IEEE Board of Directors, an alias e-mail list containing the addresses of current Directors, and select staff, is maintained for use by members of the Board.

The following guidelines shall be followed by Directors, and those additional people who may be invited by the Board of Directors to participate in discussions, to ensure that correspondence is protected and kept private:

1. E-mail messages to the Board of Directors shall be addressed to the Board of Directors alias alone and shall not be copied (i.e., cc'ed or bcc'ed, or forwarded) to others, without the prior approval of the members of the Board.
2. E-mail messages addressed to the Board of Directors alias shall not contain defamatory statements, nor shall they contain discussions of potential or actual legal claims, employment personnel matters or alleged violations of the IEEE Code of Ethics or IEEE Policies.

3. The Board may determine that certain business critical issues shall only be discussed at in-person meetings.

9.24 Guidelines for the Hiring, Terms of Employment and Compensation of the IEEE Executive Director

This Policy establishes guidelines for the following activities concerning the IEEE Executive Director: (1) IEEE Executive Director recruiting; (2) changing terms of employment of the IEEE Executive Director with IEEE; (3) establishing the IEEE Executive Director performance goals; (4) periodic evaluation of the IEEE Executive Director performance; and (5) modifications of the IEEE Executive Director's compensation package.

These guidelines are subject to IEEE Bylaw I-306 - IEEE Executive Director and Other Staff. Due to their personal nature discussions and reporting activities specified in these guidelines shall be performed in executive sessions, at the discretion of the Board of Directors.

A. IEEE Executive Director Recruiting

The Board of Directors shall have the responsibility to recruit a new IEEE Executive Director.

1. The responsibilities of the IEEE Executive Director are described in IEEE Bylaw I-306. The Board of Directors shall develop a job description for the IEEE Executive Director position on the basis of Bylaw I-306.
2. The Board of Directors shall determine a range for the total compensation package of the IEEE Executive Director. This range (and subsequent changes in this range) shall be approved before offers are made to candidates for the position. Whenever practicable, the Board shall approve the total compensation package range before interviews with candidates are conducted. The Board of Directors shall take such steps as may be necessary or appropriate to assure compliance with the intermediate sanctions rules under the Internal Revenue Code.
3. External consultants and search firms may be used in the process of recruiting and recommending a range of compensation for the IEEE Executive Director.
4. The Board of Directors shall create a Search Committee. At least two-fifths of the Search Committee voting membership shall consist of members of the Board of Directors.
5. The Search Committee shall request suggestions for suitable candidates by the Board of Directors.
6. The Search Committee shall present its selected candidate for approval by the Board of Directors.

B. Changing the IEEE Executive Director's Terms of Employment with IEEE

Changes in the IEEE Executive Director's terms of employment with IEEE are defined as offering or renegotiating a contract between IEEE and the IEEE Executive Director; making material changes in the IEEE Executive Director's responsibilities; restructuring the IEEE Executive Director's compensation package resulting in material changes; and other material changes in the IEEE Executive Director's employment terms, conditions and/or remuneration.

Incremental annual changes in the IEEE Executive Director's compensation package and changes in benefit plans applicable to all senior staff of IEEE are not considered changes in the IEEE Executive Director's terms of employment with IEEE.

The Board of Directors shall propose and negotiate changes in the IEEE Executive Director's terms of employment with IEEE.

1. Proposals for material changes in the terms of employment of the IEEE Executive Director shall require Board of Directors approval.
2. The IEEE Executive Performance and Compensation Committee shall coordinate and present any such proposals for material changes in the terms of employment of the IEEE Executive Director for the Board's consideration, after consultation with IEEE's HR compensation consultants.
3. Proposals for such changes shall be distributed to the Board of Directors at least 30 days prior to the meeting at which it shall be considered.

C. Establishing IEEE Executive Director Annual Performance Goals

The Board of Directors shall review and approve the performance goals of the IEEE Executive Director for the following year at its last regularly scheduled meeting of the calendar year. The IEEE Executive Performance and Compensation Committee shall work with the Executive Director to coordinate the presentation of the performance goals to be considered by the Board. The schedule of activities related to the prioritized goal setting process and performance evaluation of the Executive Director for the following year shall accompany the presentation.

D. IEEE Executive Director Performance Evaluation

An annual review of the IEEE Executive Director shall be conducted in person by the IEEE Executive Performance and Compensation Committee. The Committee shall collect input from the Board of Directors, IEEE volunteers and staff, and experts, customers, and others as it deems necessary or appropriate. Prior to the review the Committee shall ask the IEEE Executive Director to submit a self-evaluation. Results of the review, including remarks by the IEEE Executive Director, shall be presented in summary form to the Board of Directors at its first regularly scheduled meeting of the year.

E. Annual Modifications of the IEEE Executive Director's Compensation Package

The IEEE Executive Performance and Compensation Committee, working in consultation with IEEE's HR compensation consultants, shall propose modifications to the IEEE Executive Director's compensation package including salary adjustments, bonuses and benefits. In making this determination, the Committee shall consider the annual review of the Executive Director; the overall performance of the IEEE; and other pertinent factors, including Section 4958 of the Internal Revenue Code. The Committee's proposal shall be presented to the IEEE Board of Directors for its review and approval.

9.25 Information Disclosure Policy

1. As an educational, scientific and charitable organization dedicated to the benefit of the public, IEEE recognizes and endorses the fundamental importance of transparency and accountability in all its activities. Accordingly, it is IEEE's policy to be open about its activities and to welcome and seek out opportunities to explain its work to the widest possible audience.
2. Notwithstanding the dedication to the fundamental importance of transparency IEEE also recognizes that some aspects of its operations need to be kept confidential. Thus certain types of information are protected when unrestricted availability would be detrimental to its operation and/or membership. Such information includes verbal or non-verbal communication or information recorded on paper or electronically recorded.
3. When information is recorded in a document embodied in a medium that can be stored, read and or transmitted, such media including but not limited to paper or electronic media, IEEE has defined two levels of classification for documents that should be restricted to the IEEE community. These classifications include:
 - Proprietary. The classification Proprietary shall be applied to documents available to members of IEEE and IEEE staff.
 - Confidential. The classification Confidential shall be applied to documents whose distribution to authorized volunteer leaders* and IEEE staff on a need-to-know basis. Within this classification any documents that are to be limited to stricter controls on distribution, shall be classified as "Confidential – Controlled Distribution".
 - The treatment of information that is subject to attorney-client privilege is governed by statutory and judicial pronouncements and, therefore, not addressed, regulated or administered by this policy.

Details and procedures related to the identification of documents that should be classified, proper classification, sharing, distribution, storage and disposal of IEEE documents that carry these classifications, shall be maintained in the IEEE Guide to Information Classification and Disclosure. The Guide shall also include but not be limited to providing guidance on the appropriate expiration of such classifications, disposal of documents, the identification of authorized volunteer leader positions, the handling of reclassification when appropriate and minutes of executive sessions. Also see 12.8 IEEE Records Management Policy Statement.

The Guide shall be maintained by the IEEE Governance Committee who shall 1) report appropriate amendments to the Guide to the IEEE Board of Directors, and 2) report any issues with compliance to this policy and the procedures contained in the Guide at least annually.

This policy and the supporting guide shall apply to all IEEE Organizational Units, the creation of OU specific policies or classifications, beyond those described here or in the Guide, is not permitted. The Guide shall be made accessible on the IEEE Website at <http://www.ieee.org/about/corporate/governance/index.html>

*For purposes of this Policy, the term "authorized volunteer leader(s) or AVLs" refers to individuals holding specific volunteer positions within IEEE who shall complete an online training course

acknowledging an understanding of the appropriate handling of IEEE information. A list of positions that are considered AVLs, and guidance on determining additional AVLs, shall be specified in the IEEE Guide to Information Classification and Disclosure.

9.26 Civility Policy

All IEEE staff, members (in any capacity), and non-members participating in IEEE activities shall treat each other and IEEE event participants with respect, consideration, and civility. Particular responsibilities apply to events involving children as outlined in the IEEE Guidelines for Working with Children (<https://www.ieee.org/about/volunteers/risk-insurance/ieee-activities-with-children.html>).

Intimidating, demeaning, threatening, vulgar or violent behaviors, as well as destructive rumors or gossip depart from the standard for civility and respect. These negative behaviors have no place in the IEEE community. Employees who violate this policy are subject to disciplinary action, up to and including termination of employment. Members who are found to violate this policy are subject to review and sanction by IEEE up to and including expulsion from the membership rolls of IEEE. Members or non-members who are found to violate this policy will be relieved of their activities associated with IEEE.

9.27 IEEE Policy Against Discrimination and Harassment

IEEE, consistent with the purposes articulated in Article I of the IEEE Constitution, is committed to the realization and maintenance of an environment in which members may have full and productive careers free from Discrimination or Harassment. IEEE is committed to the principle that all persons shall have equal access to programs, facilities, services, and employment without regard to personal characteristics not related to ability, performance, or qualifications as determined by IEEE policy and/or applicable laws. IEEE prohibits Discrimination, Harassment and Bullying against any person for any reason, for example, because of age, ancestry, color, disability or handicap, national origin, race, religion, gender, sexual or affectional orientation, gender identity, appearance, matriculation, political affiliation, marital status, veteran status or any other characteristic protected by law. IEEE employees, members (in any capacity), and non-members, whenever and wherever those individuals are conducting IEEE business or participating in IEEE events or activities, shall maintain an environment free of Discrimination, including Harassment, Bullying, and Retaliation.

Mediation and Enforcement:

The IEEE Human Resources Department shall have the primary responsibility for oversight of this policy including investigating complaints of Discrimination, Harassment, Bullying, and Retaliation with respect to employees. Any person who believes that he or she has been the victim of illegal Discrimination or Harassment may seek redress through an appropriate Organizational Unit dispute resolution mechanism or may contact www.ieee-ethics-reporting.org. The Ethics and Member Conduct Committee shall have final responsibility for oversight of Policy 9.26 and this Policy 9.27 with respect to IEEE members and non-members participating in IEEE activities. Matters deemed to be of a serious nature shall be referred to the Legal and Compliance Department for handling. The goal in every such case shall be to reach a determination on the merits of allegations, if possible. In most cases, this will require an investigation into the facts.

Such an investigation may be conducted by IEEE staff, legal counsel, volunteers, private investigators or other individuals deemed qualified to do so. If the evidence shows that there has been Discrimination, Harassment, Bullying, and/or Retaliation, IEEE shall seek to ensure the Discrimination, Harassment,

Bullying or Retaliation immediately stops and does not recur. The complainant shall be informed generally of the conclusions reached regarding the allegations.

Disciplinary sanctions for violation of policy, up to and including termination of employment or expulsion from membership in IEEE, as applicable, will be imposed in accordance with applicable IEEE policies. The IEEE President shall be informed of all allegations involving IEEE members (in any capacity), non-members participating in IEEE activities, or any management level employees. If the complaint is against the IEEE President then the IEEE Board of Directors shall be informed.

In accordance with IEEE Policy 9.10, the Whistleblower and Non-Retaliation Policy, IEEE prohibits retaliation for raising in good faith an issue of potential Discrimination, Harassment, Bullying, and/or Retaliation, and discourages any behavior that might be perceived as retaliatory in nature. Retaliation shall constitute a separate violation and may result in a sanction independent of the outcome of a complaint.

9.28 IEEE Social Media Policy

- A. IEEE recognizes the impact of social media and its potential in areas such as marketing, public relations, communication, collaboration, data sharing, discovery, content development and publishing. IEEE encourages organizational units, members, volunteers, and employees to engage in social media when appropriate and to use them to further the scientific and educational objectives of IEEE.

For the purposes of this policy, “social media” are defined as any forms of electronic communications, such as websites, portals, or mobile applications, that enable individuals to post and share content publicly and/or to a select group of individuals in virtual communities and networks, and that allow individuals to view, respond to and share this content further. These social media include digital and mobile-based applications that allow for music, image, audio, and video sharing; blogging and microblogging; review and opinion sharing; location-based, event-based, and occupation-based networks; information and news aggregation; presentation sharing; advocacy and fundraising; creation of virtual worlds; and all-purpose wide-appeal networks geared toward general audiences.

- B. IEEE seeks to publish and disseminate the most current and relevant scientific research on social media, to use state-of-the-art knowledge about social media in developing IEEE's tools, products, and services, to foster information sharing through IEEE social media sites/activities, and to promote the activities and goals of IEEE and its members.
- C. Specific information related to social media that are operated on behalf of, or associated with, IEEE are set out in the “IEEE Social Media Operations and Best Practices Guide” that is accessible on the IEEE website at www.ieee.org/go/socialmediaguide. The information set forth in this Guide includes:
- maintaining a registry of IEEE social media sites;
 - the appropriate use of disclaimers;
 - best practices as they relate to the administration of sites and the posting of information;
 - procedures for obtaining guidance on, or reporting possible violations of this policy;
 - procedures to ensure that the guidance provided in the Guide is pertinent and updated; and
 - IEEE Social Media Page Terms & Conditions.

The Guide will be approved by the IEEE Executive Director with the concurrence of the IEEE President, after consultation with the Chairs of the six Major IEEE Boards. The IEEE Executive Director will designate the appropriate staff group to oversee compliance with this Social Media Policy and the Guide.

9.29 Computer Policy

Much of IEEE's intellectual property and confidential and valuable information is maintained as data on the IEEE computer network. For that reason it is important to protect the integrity of all of the data on IEEE's computers.

Everyone is responsible for ensuring adequate security for IEEE computers and data, whether at the office, at home or while traveling. In particular, users of IEEE computers containing sensitive IEEE data (e.g., financial data or personally identifiable information pertaining to employees or members) must ensure that the equipment and data is properly secure.

Any data stored locally on IEEE computers are not backed-up. Employees are responsible for storing any relevant IEEE data to predefined network locations to ensure that the data is appropriately backed-up. When network access is not available, employees must ensure that any relevant IEEE data is copied into the appropriate network locations once network access is available. If relevant IEEE data is temporarily stored on the local drive of the IEEE computer, employees must consider the use of a temporary backup device, such as a USB drive, to safe keep a copy of the data until network access is available. Similarly, volunteers must take steps to secure and backup any relevant IEEE data consistent with the advice and guidelines of their Organization Units.

Everyone is responsible for protecting the availability, confidentiality and the integrity of the data stored in IEEE computers. Password protection is a mechanism used to prevent the unauthorized access to the organization's computer and data. As a result, everyone is responsible for protecting the confidentiality of passwords and ensuring that individual passwords are not used or shared with others. Disclosure of a password, using another person's password, or attempting to determine or bypass another's password can result in disciplinary action, including termination of employment or membership. Employees and volunteers are only authorized to access IEEE computers and data for approved business purposes. Occasional personal use of IEEE computers is allowed as long as such use does not interfere with the employee's work responsibilities, other required business activities, business operations, or the performance of the computer network used. However, such occasional personal use does not create any expectation of privacy as to any of the personal communications of any employee and, as such, will become part of IEEE's business records. IEEE is not responsible for any personal data lost as a result of occasional personal use of any IEEE computer.

Under no circumstances are employees or volunteers authorized to access IEEE computers or the IEEE computer network:

- For personal gain or any illegal or unethical use or for the transmission or intentional reception of obscene, scandalous, offensive or otherwise inappropriate materials
- Sending IEEE data to a third party other than furthering the business objectives of IEEE
- Emailing IEEE Confidential Information to an employee's or volunteer's personal email address

- Downloading IEEE Confidential Information or other IEEE data to removable media such as a disk or thumb drive other than for furthering the business objectives of IEEE

IEEE has the right at any time to access, retrieve, delete, monitor, examine, use and/or disclose the communications of IEEE's employees through IEEE computers and the IEEE computer network and information from (or about) employees and the content, without notice to the employee, and that such communications are considered part of IEEE's business records and are not to be considered private or personal to employees. Similarly, any IEEE volunteer who accesses and uses IEEE computers, the IEEE computer network, or IEEE computer communications services is subject to this same policy.

IEEE also has the right to retrieve or delete any data belonging to IEEE stored on any personal computer devices belonging to any IEEE employee. Such personal computer devices include smart phones, tablet computers, or any device, media or location capable of storing electronic data.

9.30 Volunteer/Staff Roles

The IEEE relies on the work of its members, volunteers, and staff cooperating and working together to move the organization and its activities forward. There may be situations in which individuals desire to change their role within IEEE, such as a volunteer considering a move to a staff position, or a staff member taking on a volunteer role to serve on a board or committee in such capacity.

To avoid the potential for undue influence or conflict of interest, as defined in IEEE Policies, Section 9.9 – Conflict of Interest, in the situations described below, the following restrictions with respect to a change in role for certain volunteers and staff holding leadership positions within the IEEE shall apply:

- Individuals currently serving on the IEEE Board of Directors, the Major Boards and Committees of IEEE as defined in the IEEE Bylaws, the boards or administrative committees of the IEEE Societies and Technical Councils, and the IEEE Region Committees are not eligible to apply for a paid position as an IEEE employee during the period for which he/she is serving on such board or committee.
- Members of the IEEE staff holding executive leadership positions including those individuals who report directly to the IEEE Executive Director, or who are serving as the Executive Director or equivalent lead staff supporting an IEEE Society, Technical Council, or Region Committee shall not be eligible for appointment, or nomination as a candidate for an elected position, on the IEEE Board of Directors, the Major Boards and Committees of IEEE, the boards or administrative committees of the IEEE Societies and Technical Councils, and the IEEE Region Committees during the period of his/her employment with IEEE.

The IEEE Conflict of Interest Policy shall apply to any situations involving the transition of roles between member, volunteer, and staff not addressed above.

9.31 IEEE Compliance Program

IEEE adheres to the highest standards of integrity and conducts business around the world in a responsible and ethical way. It is important that those who act on the organization's behalf, both IEEE volunteers and employees, ensure IEEE's compliance by adhering to the same standards and expectations. To assure individuals understand IEEE's culture of integrity and ethical standards, IEEE shall have a Compliance Program that provides training for volunteers and staff. Training shall be assigned based on an individual's role or volunteer position within IEEE.

IEEE members and volunteers shall complete all assigned training within 30 days of assuming their appointed or elected position, or as otherwise determined by the IEEE Legal and Compliance Department. The IEEE staff shall notify every individual requested to complete the training of the applicable deadline. Failure to complete the assigned classes shall result in removal from service on the committee or board, as the case may be.

The IEEE Executive Director shall oversee the completion of assigned training by the staff.

SECTION 10 – MEETINGS, CONFERENCES, SYMPOSIA AND EXPOSITIONS

10.0 Types of Meetings

IEEE conducts three basic types of meetings:

- A. The first type includes Conferences, Symposia, Workshops, Tutorials, Short Courses, Expositions, Conventions. Throughout Policies, Section 10 the term “conferences” is defined (for the purposes of this document only, and with the exception of Standards meetings defined in Part B of 10.0), as technical or professional meetings that have a budgeted income or expense of greater than USD \$25,000. Conferences can be Symposia, Workshops, Short Courses, Expositions, Conventions, and/or Tutorials. Appropriate guidelines for naming conventions for conferences can be found in the IEEE Meetings, Conference & Events (MCE) Operations Manual, Section 3. Conferences are generally attended by both members and non-members of the IEEE. Attendees generally pay to attend. Conferences are typically self-supporting and frequently generate a surplus. Conferences are sponsored by one or more IEEE organizational units and/or other not-for-profit organizations (Policies, Section 10.1 for details).
- B. The second type includes Standards Meetings. Standards meetings are run under the auspices of the IEEE Standards Association. These meetings are dedicated to the development of IEEE draft standards, which are collaborative documents subject to rigorous consensus balloting prior to approval. More details on Standards Meetings are found in the IEEE Standards Association Operations Manual and the Standards Board Operations Manual.

The term "standards" encompasses recommended practices and guides as well as standards documents that establish requirements and technical specifications.

- C. The third type includes Other Meetings. There are various other types of meetings held by IEEE organizational units. They include organizational unit administrative meetings and small technical, professional, educational and social meetings. These meetings may have a mix of administrative and non-administrative content. Most of these meetings are free (or minimal fee) to members and sponsored by an IEEE organizational unit. Policies governing such meetings can be found in the related organizational unit's operation manual.

Administrative Meetings:

The main purpose of administrative meetings is to conduct normal IEEE business. Administrative meetings include governance, committee and editorial meetings. These meetings are sponsored by one or more IEEE organizational units. The costs of such meetings are generally supported by the operating budgets of involved organizational units. Organizational units are required to post administrative meetings in IEEE Administrative Calendars. Posting requires the date, time and place of each meeting as well as any attendance restrictions.

Section/Chapter Meetings:

Section and Chapters frequently hold small technical, professional, educational and social meetings throughout the year. Many of these meetings involve guest speakers and other events designed to meet member needs. These meetings are sponsored by the related organizational unit and are open to all members and often non-members. The costs of these meetings are generally supported by the

budgets of the involved IEEE organizational units. Occasionally members may be asked to pay for meals and entertainment. Donations or grants may also help support these meetings.

Student Activities:

Student Branches, Sections and Regions frequently hold student conferences, Congresses, Competitions, Student Professional Awareness Conferences, Leadership Training meetings and other diverse activities throughout the year. These activities are frequently supported by significantly large budgets generated by a combination of fund-raisers, industry contributions and Region and Section grants. Industry funding, in many instances, comes with the stipulation that advertisement and career fairs be included in the events.

10.1 Conferences

10.1.1 Conference Objectives

The prime objective of IEEE conferences is to provide IEEE members, other individuals and organizations with information and exhibits to assist in the advancement of electrical and electronics engineering and related arts and sciences.

To accomplish this objective, the IEEE shall:

- A. Encourage Conference Steering and/or Organizing Committees to develop programs suitable to the needs of attendees, speakers and other participants for which each conference is intended.
- B. Encourage all IEEE organizational units to conduct conferences, which should benefit the interests of IEEE membership and the greater technical community.
- C. Encourage cooperation between organizational units to promote, plan, organize and schedule conferences and exhibitions in a timely fashion within the stated field of interest.

10.1.2 Sponsorship

Sponsorship relates to the responsibilities and accountabilities of an organizational unit with respect to financial, technical, publicity, and administrative aspects of a conference. For a conference to be considered an IEEE conference, it must be sponsored by at least one IEEE organizational unit. If multiple organizational units are sponsoring a conference, at least one of the organizations must be an IEEE organizational unit.

An IEEE organizational unit is defined in IEEE Bylaw I-107 as a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law. Each IEEE organizational unit shall be an integral part of the IEEE and not a separate organization. Therefore, IEEE organizational units include all Boards, Societies, Regions, Sections, Chapters, Councils and Committees.

IEEE organizational units engaged in conference sponsorship may not enter into any type of sponsorship arrangement with a "For Profit" organization. Non-compliance with the provisions of this approval policy may result in denial of approvals for subsequent events. "For Profit" organizations can, however, provide donations, as indicated in Policies, Section 10.1.23.

The three types of conference sponsorship available to IEEE organizational units are described below:

- Sole Sponsorship

Sole sponsorship indicates full and sole organizational unit involvement in a conference. If an IEEE organizational unit agrees to sponsor a conference, they accept complete responsibility for the technical, financial, publicity and administrative aspects of the conference.

As a result of sole sponsorship, the organizational unit:

- will approve the conference as indicated in Policies, Section 10.1.4.
- will receive the surplus or be liable for any deficit resulting from a conference (Policies, Section 10.1.9).
- will be responsible for assuring the timely resolution of any legal issues.
- will be responsible for issuing any loans that the conference might need and assuring subsequent repayment (Policies, Section 10.1.7).
- will be responsible for proper usage of the IEEE name (Policies, Section 10.1.17) and the IEEE logo (Policies, Section 10.1.18).
- Conferences where the IEEE has sole sponsorship, the rights to the conference name, slogan, copyright for publications, and/or logo are owned by IEEE and not Conference Steering and/or Organizing Committees.

- Co-Sponsorship

Co-Sponsorship indicates a shared involvement among several organizations, one of which is an IEEE organizational unit. Other co-sponsoring organizations could be IEEE organizational units or other “Not-for-Profit” non-IEEE organizations.

Co-Sponsorship indicates a shared and significant involvement in the technical, financial, publicity and administrative areas of the conference. The relationship between sponsoring organizations should be explicitly defined in terms of a Memorandum of Understanding, see Policies, Section 10.1.5.

As a result of co-sponsorship, the organizational unit:

- will approve the conference as indicated in Policies, Section 10.1.
- will receive the surplus or be liable for any deficit resulting from a conference, (Policies, Section 10.1.9).
- will be responsible for assuring the timely resolution of any legal issues.
- will be responsible for issuing any loans that the conference might need and assuring subsequent repayment, (Policies, Section 10.1.7).

- will be responsible for proper usage of the IEEE name (Policies, Section 10.1.176) and the IEEE logo (Policies, Section 10.1.18).
 - will be responsible for ensuring that the IEEE organizational unit is provided with the option of a no cost exhibit booth, exhibit table or other means of promoting IEEE membership and activities during the conference (Policies, Section 10.1.5).
 - Co-sponsorship requires specific approvals as indicated in General Approvals, Endorsements, & Notifications – Organizational Unit Approval (Policies, Section 10.1.4).
- Technical Co-Sponsorship

Technical Co-Sponsorship indicates direct and substantial involvement by the IEEE organizational unit solely in the organization of the technical program. The IEEE organizational unit has no financial involvement in the conference. The organization that has financial sponsorship of the conference must be explicitly identified in the supporting documentation and promotional material for technical co-sponsorship to be granted. Technical co-sponsorship requires specific approvals as indicated in General Approvals, Endorsements, & Notifications – Organizational Unit Approval (Policies, Section 10.1.4). The IEEE organizational unit should encourage members to submit papers and attend the conference. The IEEE organizational unit may assist in publicity through the availability of the appropriate IEEE organizational unit mailing lists and on the organizational unit's website. The relationship between sponsoring organizations shall be explicitly defined in terms of a Memorandum of Understanding (MoU) (Policies, Section 10.1.5). Technical co-sponsorship does not guarantee that the papers accepted for presentation at the conference will be eligible for inclusion in the IEEE Conference Publications Program (CPP), which handles post-conference distribution of conference papers in all media. Inclusion in the CPP should be specifically addressed in the MoU regulating the technical co-sponsorship, with the concurrence of the CPP staff. The IEEE name may not be used in the conference title (Policies, Section 10.1.16), but, the IEEE brand/logo and/or IEEE organizational unit brand/logo may be used in conference publications and promotional materials (Policies, Section 10.1.17). The non-IEEE organization provides the IEEE organizational unit with the option of a no cost exhibit booth, exhibit table or other means of promoting IEEE membership and activities during the conference (Policies, Section 10.1.5).

10.1.3 Inter-organizational Unit Roles & Responsibilities

Organizational units can be categorized into two classes, geographic and non-geographic.

- Geographic organizational units, such as Regions, Sections and Chapters, are established to serve all of the technical interests of IEEE members residing within specific geographic areas. In order to do this, geographic organizational units may sponsor conferences of technical interest to the local members.
- Non-geographic organizational units are established to serve interests without regard to geographic boundaries. These interests could be technical, educational, or professional in nature. Examples include Societies/Councils and Educational Activities.

Each organizational unit has a defined field of interest or geographical interest area. It is expected that each organizational unit run conferences within their defined field of interest or geographical interest area. When an organizational unit moves out of their defined geographical area or field of interest, co-sponsorship and cross endorsements are recommended and in some cases required (Policies, Section 10.1.4).

It is the policy of IEEE that organizational units shall cooperate in satisfying the conference needs of the IEEE membership. A sponsoring organizational unit may invite other organizational units to co-sponsor a conference. Organizational units may not force other organizational units to co-sponsor. Organizational units may request a sponsoring organizational unit to include them as a co-sponsor; the requesting organizational unit may not force co-sponsorship.

Unless stated otherwise in a Memorandum of Understanding (MoU), an IEEE organizational unit (OU), which provides financial sponsorship or co-sponsorship to an existing conference, may not be forced to relinquish its sponsorship or co-sponsorship without its agreement or a resolution from a related dispute and conflict resolution process in IEEE, as defined below, if the related parties are IEEE organizational units (OUs). IEEE OUs are encouraged to work together to come to an agreement.

Dispute and Conflict Resolution

Disputes in sponsorship, co-sponsorship, or any other conflict in a conference, where all the related IEEE OUs are part of the same IEEE Major Board, as described in IEEE Bylaw I-303.2, shall be resolved by that Major Board, although the Major Board can refer it to the IEEE Conferences Committee for consideration and resolution. If the dispute is across the Major Boards, the dispute should be referred to the IEEE Conferences Committee for review and resolution. The IEEE Board of Directors has final authority for review and resolution.

10.1.4 General Approvals, Endorsements, & Notifications

There are three types of conference actions that must be sought. They are:

- Organizational unit approvals from all sponsoring IEEE organizational units
- IEEE Meetings, Conferences & Events (MCE) review and approvals
- IEEE Organizational unit cross endorsement

All approvals and endorsements should be obtained at least a year in advance of the proposed conference.

A conference organizing committee member, steering committee member, vendor or other stakeholders may be prohibited from participating in the organization of IEEE events for failing to abide by IEEE Bylaws, IEEE Policies, IEEE Code of Conduct, IEEE Code of Ethics and other governing policies, including publication, financial and audit provisions.

The IEEE Conferences Committee, working closely with related IEEE Major Boards (as described in IEEE Bylaw I-303.2), and ultimately the IEEE Board of Directors have responsibility for review, and approval of all IEEE conferences, including those co-sponsored with non-IEEE organizations.

Organizational Unit Approval

The Conference Organizing Committee is responsible for obtaining IEEE organizational unit sponsorship. Approval from all sponsoring IEEE organizational units is required. Prior to granting financial co-sponsorship or technical co-sponsorship to conferences involving non-IEEE entities, Subsections, Chapters, Geographic Councils, Affinity Groups and Student Organizations shall obtain approval by the Region or Section to which that organizational unit belongs. The sponsoring organizational unit(s) must approve the place, date, and subject matter to be covered for all conferences. Since organizational units are ultimately responsible for the financial accountability of their solely sponsored and co-sponsored conferences, the organizational unit must approve the conference budget prior to its submission to IEEE MCE for approval. Criteria for organizational unit approval shall include sound financial planning, benefit to the membership, absence of conflict with other conferences, assurance of technical content quality, and protection of the IEEE brand.

IEEE MCE Approval

Memorandums of Understanding (MoU): All co-sponsored conferences shall submit a Memorandum of Understanding (MoU) to IEEE MCE for review, final approval, and execution. Following IEEE MCE review and changes, if applicable, authorized representatives of each of the sponsoring IEEE organizational units shall sign the MoU and return it to IEEE MCE for execution.

The MoU review process performed by IEEE MCE shall be handled expeditiously and shall normally be completed within 60 days of submission as defined by the IEEE MCE.

If the compliance recommendations of IEEE MCE are challenged by the OU, then appeals shall be forwarded to the IEEE Conferences Committee for final ruling.

Co-sponsored conferences shall not use the IEEE name or Master Brand in their websites, publications, or promotions before the MoU is executed.

IEEE MCE shall be notified of the place, date and subject matter to be covered for all IEEE conferences. If a conference falls in any of the following three categories, the IEEE Conferences Committee shall be informed if the activity(ies):

- is solely sponsored or co-sponsored by a geographic organizational unit, (e.g., Chapter, Section, Region) where there is the intention of drawing substantial attendance from outside the geographic area of a single Section, or
- contains commercial exhibits, or
- coincides with another organization's conference that requires a security clearance for admission.

All notifications should be made through IEEE MCE. The IEEE sponsoring organizational unit is responsible for the submission of all information requiring approvals.

IEEE MCE shall review notifications of technically co-sponsored conferences to identify issues of noncompliance with IEEE Policies, Section 10.1.3 - Inter-organizational Unit Roles and Responsibilities and shall refer any unresolved conflicts to the IEEE Conferences Committee.

The data from the IEEE Conference Application shall be entered into the IEEE database and used by IEEE MCE to answer requests for conference information and will be included in the IEEE Conference Search, Call for Papers Search, Collabratec and other promotional activities, as authorized by IEEE MCE.

Budgets

All IEEE financially sponsored or co-sponsored conferences shall submit a conference budget to IEEE MCE for approval. Written confirmation of sponsoring organizational unit's budget approval must be included with the detailed budget (IEEE Policies, Section 10.1.6). It is recommended that budgets be submitted to IEEE MCE and sponsoring organizational unit(s) at least one year in advance of the conference unless the nature of the conference precludes this. Sponsoring organizational units may set earlier deadlines in order to align with their budget cycles. Conferences shall receive approval on their budgets in advance of incurring any financial liabilities. Exceptions to this may be granted by the IEEE sponsoring organizational unit(s) and conveyed in writing to IEEE MCE.

Cross Endorsements

Cross endorsement is the endorsement from one organizational unit for another organizational unit's conference. Cross endorsement typically occurs between geographic and non-geographic organizational units. It is recommended cross endorsement be sought from the Section, when a conference is being held in the geographic area of the Section if the conference is sponsored by another IEEE geographic or non-geographic organizational unit. It is recommended cross endorsement be sought from the non-geographic organizational unit (Society, EAB, IEEE-USA, and SA), when another geographic or non-geographic organizational unit is holding a conference in its field of interest. Cross endorsement is expected to be timely and should be requested during the planning stages of the conference.

10.1.5 Memorandum of Understanding (MoU)

A Memorandum of Understanding (MoU), sets forth the relationship and obligations of the involved parties. A MoU is required when two or more organizational units agree to provide co-sponsorship or technical co-sponsorship to a conference. These organizational units may be all IEEE organizational units or IEEE and non-IEEE organizations as indicated in Policies, Section 10.1.2. Authorization to approve a MoU shall reside with the appropriate approving organizational unit as indicated in General Approvals, Endorsements, & Notifications – Organizational Unit Approval (Policies, Section 10.1.4).

Applications for co-sponsorship or technical co-sponsorship shall be submitted using the application form available on the IEEE website. Each MoU shall be negotiated and finalized to include the terms and conditions set forth in the application form, including the following:

- Financial sponsorship and responsibilities of each organizational unit. These arrangements are needed for both liability and surplus distribution purposes (Policies, Section 10.1.9 and 10.1.28).
- Ownership of the Intellectual Property associated with a conference. This includes use of the conference name, slogan, copyright for publications, and/or logo ownership.
- A clause specifying whether the conference proceedings will be included in IEEE Conference Publications Program (CPP), which includes posting of the proceedings in IEEE's electronic database of articles (Policies, Section 10.1.28).

- Provisions for dissolving the relationship.
- Compliance with IEEE and other non-IEEE organization policies.
- Assignment of conference management and other administrative responsibilities to the appropriate organizational units.
- General conference management accountabilities such as assignment of chairs, organizational unit chairs for Conference Organizing Committees, steering committee obligations, location of the conferences, associated exhibitions, etc.
- How the IEEE organizational unit will be directly and substantially involved in the technical program.
- The technical paper review process, including a clear identification of the level of paper review, if the conference proceedings will be included in the IEEE Conference Publications Program (CPP).
- Provisions ensuring the non-IEEE organization supplies the IEEE organizational unit with an option to promote IEEE membership and activities at no cost during the conference. If the conference has an associated exhibition, the IEEE shall be provided with the option of having an exhibit booth. If the conference does not include an associated exhibition, the IEEE shall be provided with the option of having an exhibit table or other means of promoting the IEEE.

When a conference is sponsored jointly with another non-IEEE organization, the IEEE organizational unit shall assure that the IEEE financial responsibility is limited to the IEEE organizational unit's financial capabilities and does not extend to IEEE's corporate resources.

For disputes and issues not covered in an MoU or in the absence of an MoU, they should be referred to the IEEE Conferences Committee and should be handled as referenced in Section 10.1.3, Dispute and Conflict Resolution.

10.1.6 Conference Budgets

The detailed conference budget should provide all needed financial information, indicate clearly the extent of participation of each organizational unit, and be consistent with analysis of the attendance and financial results of any preceding conference on the same subject. Conference Chairs shall submit budgets to the sponsoring organizational unit as far in advance as is feasible, but at least in time for the sponsoring organizational unit to meet the requirements of IEEE Policies, Section 10.1.4. It is recommended that budgets be reviewed every six months and updated if needed to reflect any conference planning aspects that may have changed.

All requests for budget approval shall be accompanied by written approval of the IEEE sponsoring organizational units. In addition the request should state whether cross endorsement has been sought (Policies, Section 10.1.4).

All conference budgets submitted for approval should be set to generate a minimum surplus of 20% over projected expenses.

During the course of the conference planning, if substantial financial changes are made to the originally submitted budgets, a revised budget should be resubmitted for further approvals to the appropriate

organizational unit and IEEE MCE. Failure to submit a budget or failure to identify any circumstances affecting the advisability of proceeding with a conference may result in action from the IEEE Conferences Committee, the Technical Activities Board and or the IEEE Board of Directors or their designee. The IEEE Board of Directors or their designee reserves its right to modify the terms of or in extraordinary cases to cancel approval of the conference.

Budgets for ancillary conferences, Short Courses or Expositions held either directly following or preceding a conference can be included within the main conference budget. However, income and expenses from these activities should be clearly identified.

The use of conference funds for the purpose of hosting visitors requiring intercontinental travel is a legitimate conference expense if approved by the Conference Organizing Committee. Such support, including travel expenses, should be included in the budget. When such a budget item is requested, the chair of the conference should establish a committee specifically charged with the responsibility of acting as host to these visitors.

It is the general policy of the IEEE that no member of a Conference Board/Committee or his/her immediate family shall receive monetary payment for services. This does not include awards or other honoraria that may be granted under IEEE Awards provisions as defined in IEEE Policies, Section 4.0. Immediate family is defined as spouse, domestic partner, brother, sister, children, mother, father, and in-laws.

Audit fees shall be incorporated in the conference budgets and displayed as a separate line item.

10.1.7 Conference Advances

Conference advances may be requested from the sole sponsor and co-sponsoring IEEE organizational units. The sole sponsor and co-sponsoring organizational units may issue advances to their conferences anytime during its life cycle. Conferences are not allowed to transfer advances issued by IEEE from one years' conference to the next. All conference advances are to be repaid prior to the closure of a conference as described in IEEE Policies, Section 10.1.11 unless requested sooner by the financial sponsor. Any advances, which might be requested from the IEEE corporate resources for the purpose of conferences, if they are approved, will be made to the sponsoring organizational units and not directly to the conference.

10.1.8 Conference Bank Account Signatures

All IEEE Conference Bank Accounts provide for the signatures of at least two volunteers and the IEEE Senior Director-Financial Services or designee(s), except as shall be required under local government regulations. This will provide assurance to the conference and to IEEE of the availability of alternative signatures, if the need arises (Reference IEEE Finance Operations Manual).

Conference Organizing Committees are not allowed to keep bank accounts open from one year's event to the next. Conference Boards (or Steering Committees) may not open nor maintain bank accounts. Guidelines for closing accounts are in the IEEE Meetings, Conferences & Events (MCE) Operations Manual.

Bank Accounts must be closed six months after the Conference is held. Closing bank statement(s) must be submitted to IEEE MCE with the final financial report (Policies, Section 10.1.11). Surplus will be transferred as per Policies, Section 10.1.9.

A Conference Board/Steering Committee is defined as a continuing organizational unit established by the OU Sponsors to act on their behalf for the sole purpose of managing a specific continuing conference series from year to year to assure consistency and quality. A Conference Organizing Committee is defined as the body of volunteers assembled for the purpose of managing a specific occurrence of a given conference.

For co-sponsored conferences, where a non-IEEE sponsor (1) records the conference's financial transactions in its general ledger (2) receives and disburses funds in and from its main bank account, and (3) has a greater than 50% financial responsibility in the conference, the requirements for IEEE signatures on the bank account as well as closing the bank account six months after the conference are not applicable. A Memorandum of Understanding for agents is required and can be obtained from IEEE MCE.

10.1.9 Distribution of Surplus and Deficits

The distribution of any surplus or the allocation of any deficit resulting from a conference will be apportioned to the sole sponsor or co-sponsoring organizational units of a conference. Surplus is to be distributed within 6 months of the conference. Conferences may not transfer funds from one year to the next year's conference.

For solely sponsored conferences, the IEEE organizational unit assumes the entire risk of deficit, i.e., if a deficit is incurred in the operation of a conference, that deficit is chargeable against the sponsoring IEEE organizational unit. Conversely, if a surplus results from the conference, the surplus will be credited to the sole sponsoring IEEE organizational unit (IEEE Finance Operations Manual).

For co-sponsored conferences, the Memorandum of Understanding (MoU) (Policies, Section 10.1.5) defines the extent of financial involvement of each organizational unit. Deficit and/or surplus will be applied according to this agreement.

10.1.10 Auditing of Conference Finances

Co-sponsored conferences, where IEEE has a 50% or less financial responsibility shall be encouraged to participate in the audit process.

Conferences where IEEE has greater than a 50% financial responsibility, including conferences that are solely IEEE sponsored, and where the actual income or expense is USD 250,000 or more must be audited by a fully qualified, independent professional auditor. The audit shall be performed by a Certified Public Accountant, Chartered Accountant, or equivalent source approved by the IEEE Internal Audit Department. Alternatively, the Conference Chair may engage the IEEE Internal Audit Department to arrange for and/or perform the audit. The selection of such auditors shall avoid any conflict of interest with members of the Conference Organizing Committee.

Conferences where IEEE has greater than 50% financial responsibility, including conferences that are solely IEEE sponsored, and where the actual income or expense is less than USD 250,000 may be selected for audit by IEEE's Internal Audit Department. Internal Audit will schedule and arrange for the

audits of these conferences. For those conferences not selected for audit in a given year, an audit should be conducted by a committee composed of individuals who have no direct or indirect responsibility for the financial transactions of the conference.

All conferences may be subject to review from IEEE's auditors. All conference organizers must be prepared to submit support for all conference receipts and disbursements at the request of the auditor at any time in the conference lifecycle.

10.1.11 Conference Closings

All IEEE solely sponsored and co-sponsored conferences must within twelve months of the conference date (IEEE Policies, Section 10.1.4):

- close their bank accounts, (IEEE Policies, Section 10.1.8)
- distribute their surplus, (IEEE Policies, Section 10.1.9)
- repay advances, (IEEE Policies, Section 10.1.7)
- complete the detailed final financial reports,
- complete the audit, if required. (IEEE Policies, Section 10.1.10)

All documentation must be reviewed and approved by the sole sponsor or co-sponsoring organizational units and IEEE Meetings, Conferences & Events (MCE). IEEE MCE will officially close the conference, once all of the above information has been submitted.

10.1.12 Conference Chairs and Other Roles in Conferences

The conference chair of a solely sponsored IEEE conference should be a member of IEEE. The conference chair of a co-sponsored conference where all organizational units are IEEE should also be a member of IEEE. Qualified individuals who are not members of IEEE may serve as sub-chairs or consultants to the Conference.

In conferences for which IEEE is a co-sponsor with a non-IEEE organization, Conference Chairs should be members of either IEEE or the co-sponsoring entity. Exceptions to this may be made only with the consent of all sponsoring entities. Based on the Memorandum of Understanding (MoU), the Chairs may rotate between sponsoring entities.

Conference organizers must obtain and document consent of those who will serve in any conference roles (e.g., conference chair, technical program chair, track chair, session chair, committee member, plenary speaker, honorary chair), prior to that information being published.

10.1.13 Technical Program Committee

The Technical Program Committee (TPC) shall be responsible for selecting contributed presentations and establishing a technical program at conferences with technical content. The TPC shall collectively have the subject matter expertise that spans the technical scope of the conference and the technical contributions that it accepts. The TPC handles all matters related to setting up and executing a conference's technical program, including call-for-papers, paper or abstract submission, review and

selection, presentations at the conference, conference quality (including conference publication quality). A conference's TPC shall have the knowledge to handle invited presentations and fit them appropriately in the technical program.

10.1.14 Confidentiality

IEEE policy requires that conferences maintain confidentiality in handling submitted papers. Therefore, a Conference Organizing Committee should treat the contents of submitted papers/abstracts as privileged information and should not disclose this information to others not involved in the review process prior to the presentation or publication. The Conference Organizing Committee shall ensure that referees are aware of this policy. It is expected that anyone with access to a paper under review will not make inappropriate use of the special knowledge which that access provides.

10.1.15 IEEE Member Participation

All IEEE members, regardless of grade or any similar consideration, shall be admitted (upon payment of appropriate registration fees, if any) to any and all for conferences and any associated events of which IEEE is a sole sponsor or co-sponsor. Space limitations may require a policy of first come, first serve. IEEE will not act as a sole sponsor or co-sponsor for any assemblage in which participation is subject to security/export clearance or any other restriction of either governmental or industrial nature.

10.1.16 Registration Fee Requirements

IEEE solely sponsored and co-sponsored conferences, must have a member/non-member individual registration fee differential, whether paid in advance or at the door. The amount of the differential shall be at least 20% above the IEEE member fee, the exact amount being set by each Conference Organizing Committee. Conferences may establish a registration fee lower than the IEEE member fee for sponsoring organizational unit members.

Conferences where IEEE is the sole sponsor must have a reduced fee, waiver of fees, or fee differential for Student members and Life Members. Reduced fees, waiver of fees, or fee differential for unemployed IEEE members, retired members, and for special registrants (e.g., guests, speakers, and exhibitors) are permitted at the discretion of the Conference Organizing Committee. The individual registration fee for Life Members must be no more than that for Students.

At the discretion of the Conference Organizing Committee, the IEEE member registration rates may apply to members of non-IEEE co-sponsoring, cooperating organizations, or sister societies.

10.1.17 Naming of IEEE Conferences

The following policies shall apply to the use of the term "IEEE" in the names of conferences:

The term "IEEE" shall be used in the names of sole sponsored and co-sponsored conferences where IEEE is at least a 50% financial sponsor (in total for all IEEE co-sponsors).

The use of the term "IEEE" in the names of co-sponsored conferences in which IEEE is less than a 50% but at least a 25% financial sponsor (in total for all IEEE co-sponsors) is recommended but not required.

The term "IEEE" shall not be used in the names of co-sponsored conferences in which IEEE is less than a 25% financial sponsor (in total for all IEEE co-sponsors). This includes conferences in which IEEE is only a technical co-sponsor or is not a sponsor in any form.

Exceptions to the above can only be granted by approval of IEEE Meetings, Conferences & Events (MCE).

The following additional policies apply to the naming of all sole sponsored and co-sponsored conferences where all sponsoring entities belong to IEEE. They do not apply to conferences that are co-sponsored with a non-IEEE organizational unit or technical co-sponsorship conferences. The additional policies are:

Inasmuch as the IEEE is, by its Constitution, a transnational society, and inasmuch as conferences are held under IEEE sponsorship in many countries, the adjective "national" shall not be used in the name of an IEEE sponsored conference.

A conference may use the word "international" in its title if the conference reflects a significant degree of international character. This should require a reasonable expectation that the technical program will include a significant number of papers from authors representing at least three countries. It is also required that the conference Technical Program Committee have a similar demographics in its roster.

Uniform, internationally-accepted, review procedures shall be adopted, and the acceptance of papers shall be based only on their quality and suitability for the conference, and independent of the race, religion, sex and nationality of the author(s).

The name of a conference shall be used in all publicity programs, and related material pertaining to the conference.

If a conference is part of a series, the year must be included as the first item in the title, followed by IEEE, and finally followed by the specific conference name. Consistency in naming is essential for reference and publications.

10.1.18 Use of the IEEE Logo

Solely Sponsored conferences must have the IEEE logo on all promotional material and publications along with the organizational unit logo(s).

Co-Sponsored conferences, where all involved entities are IEEE, must use the IEEE logo on all promotional material and publications along with the organizational unit logo(s).

Co-Sponsored conferences, where at least one organizational unit is non-IEEE, are encouraged to use the IEEE logo on all promotional material and publications along with the organizational unit logo(s).

Technical Co-Sponsorship conferences are allowed to use the IEEE logo on promotional material and publications, along with the entity logo(s) but shall not use the name "IEEE" in the title of the conference.

Guidelines for Use of the IEEE Logo and Logotype "IEEE" can be found in Policies, Section 6.3.2 and 12.1 and on the IEEE website, www.ieee.org/about/toolkit/index.html.

10.1.19 Contracting

Conferences will require contracts for various services. These services include but are not limited to hotel services, publication services, technology services, registration services and conference management services.

Contracts shall be reviewed and approved as described in the IEEE Finance Operations Manual.

It is the policy of the IEEE that no member of a Conference Board/Committee shall have a conflict of interest (IEEE Policies, Section 9.9) relative to the awarding of contracts for a conference. In signing a contract, competitive bidding procedures shall be used whenever practical. If competitive bidding is not used, the Conference Chair shall be prepared to provide justification upon request.

10.1.20 Conference Insurance

Conferences are responsible for obtaining needed insurance coverage for the conference and associated events. IEEE can provide such coverage as stipulated in the IEEE Finance Operations Manual.

10.1.21 Conference Publications

Conferences typically produce proceedings that are provided at the conference to attendees and/or are available for sale after the conference. Ownership of these publications is determined by copyright.

Publications resulting from conferences solely sponsored by IEEE shall follow the procedures in the PSPB Operations Manual, including the peer review process and the required qualification of reviewers. Conferences in which the lead sponsor is not an IEEE organizational unit(s) are urged to follow these policies and procedures. Title, format and content shall conform to procedures which shall be specified in the PSPB Operations Manual.

Post conference distribution of these publications may be handled by the IEEE Conference Publications Program (CPP), which facilitates inclusion in the portfolio of IEEE electronic dissemination products. Participation in this program requires the completion of the IEEE Conference Publication Form, which should be submitted to IEEE Meetings, Conferences & Events (MCE). This form allows the proceedings to be considered for post-conference distribution through the CPP. IEEE sponsoring organizational units makes the initial decision on participation and terms, with the concurrence of the CPP. Participation in CPP also requires compliance with the peer review policy detailed in the PSPB Operations Manual.

10.1.22 IEEE Services and Publicity

IEEE solely sponsored/co-sponsored conferences are entitled to IEEE services at the not-for-profit rate, i.e., printing and mailing services at the not-for-profit rate. IEEE solely sponsored/co-sponsored conferences are encouraged to advertise in publications. Some limitations based on space may be enforced. Sponsoring organizational unit approval is required before the advertisement is submitted.

10.1.23 Tax Liability Resulting from Sales and Order Handling in Conjunction with Conference Exhibits

Conferences are responsible for ascertaining and complying with any tax liabilities associated with the sales and ordering of items at a conference.

The IEEE is a not-for-profit organization, incorporated in New York State, USA. IEEE holds conferences and meetings throughout the world and the legal and tax requirements can vary greatly for each site. In the United States, the IEEE is exempt from paying income taxes and is also exempt from paying sales taxes on purchases in some states. Some states require sales taxes to be collected on-site for conference sales of books and other items. Order taking can be done without consideration of sales taxes. Outside of the US, there are other transaction taxes that may be required to be collected by conferences for on-site sales, such as Value Added Tax (VAT) and the Goods & Services Tax (GST) in Canada. It may be required to collect transaction tax on registration fees. There are also exemptions from paying transaction tax and the rules are unique by country. In most countries, but not all, the IEEE is exempt from paying income taxes. Because the laws and requirements of each country, state and province vary and to be able to exercise fiduciary duty, it is of great importance that each conference contact the IEEE Corporate Compliance and Tax Administration Office tax-staff@IEEE.org to find out the specific legal and tax requirements to operate at their site. This must be done very early in the planning stages of the conference, if planned properly, some tax savings may result.

10.1.24 Financial Support from Industry

Financial support by industry of IEEE meetings and events shall be encouraged and shall be structured to the extent possible such that the financial support is received tax-free by IEEE.

10.1.25 Job Recruiting at Conferences

Each conference shall have a publicly stated policy concerning recruiting prior to any recruiting being permitted. The policy should address when and where during the event recruiting is allowed, to which group of attendees (Students, unemployed, ..., all) it may be directed, what manner of outreach used by recruiting entities is allowed and other factors deemed important by the conference organizers. This policy is not intended to encourage or discourage recruiting but leave that decision to the conference and its sponsors.

10.1.26 Participation Limitations for IEEE-Sponsored Events

A. Audio, Video Recording and Photography.

Audio, video recording and photography are normally considered permissible at open sessions of IEEE conferences. However, at technical conferences, restrictions may be applied by the sponsoring organizational unit on the use of such equipment, e.g., where they may impede free discussion, where they compromise commercial value, or where they are disruptive.

Such restrictions should be clearly identified, in advance, to sponsoring organizational units and attendees.

B. Participation in Security Meetings.

In the event that another organization sponsors an assemblage requiring government security or export clearance, at times and places related to an IEEE sponsored or co-sponsored conference, there may be, for the convenience of the attending IEEE members, cooperation between the IEEE Conference Organizing Committee and the other organization as follows:

- The IEEE conference announcement and technical programs may contain information relating to the assemblage requiring security or export clearance. Such publicity must indicate that this is a separate activity; identify the sponsor of the assemblage; and state that the information is provided for the convenience of IEEE members. Such publicity must indicate that the sponsor of the assemblage requires attendees to register at the IEEE conference.
- The attendance criteria or security requirements for admission to the assemblage shall be the responsibility of the sponsor of that activity. All correspondence and registration arrangements for such an assemblage must be directed to the organization responsible for the security of that activity.
- Transportation arrangements for an assemblage requiring security or export clearance must be the responsibility of the sponsor of that activity.
- IEEE must not be involved with the cost or liability of providing secure conference rooms, security guards, or other operating costs associated with assemblages requiring government security or export clearance.
- IEEE must not be involved with the publishing, the cost of publishing, or maintenance of security or export-controlled publications. Unclassified or uncontrolled abstracts of papers presented at assemblages requiring government security or export control may be published in the IEEE conference program or record. It is the responsibility of the principal author to obtain the required clearances. IEEE will support authors in efforts to maintain cleared status of their publications.

C. Invitational Conferences.

The IEEE recognizes the scientific and educational value of small non-geographic research conferences or workshops of limited attendance, at which an interchange of information takes place among workers at the forefront of a specialized area. Such conferences are consonant with IEEE objectives and constitute a proper IEEE activity, provided:

- The conference is announced well in advance through appropriate IEEE channels of communication to those IEEE members who, by reason of their Society or Committee membership, might be potential contributors. Such announcement may indicate that active participation is expected of all attendees and that invitation requires submission of evidence of activity in the field and willingness to contribute.
- Invitations are issued to all who, in the judgment of the conference organizers, are willing and able to make worthwhile contributions. Those not invited must be admitted if they indicate by a specific date that they wish to attend, subject to any space constraints that are unilaterally applied.
- The conference establishes and announces in advance, to the conference attendees, any special ground rules, such as those with respect to reporting and publishing any of the discussions at the conference. Any such special ground rules must be included in the invitation to the conference.

10.1.27 Conference Diversity and Inclusion

An IEEE sponsored conference should promote and practice diversity and inclusion in its organization and execution, per the IEEE Diversity Statement IEEE Policy 9.8. The related areas include but are not limited to technical programs, expositions, composition of conference committees, key positions in the conference committees, plenary and invited speakers, and panelists.

10.1.28 Summary of Requirements for Solely Sponsored/Co-Sponsored Conferences

During the course of the conference preparation, implementation and closing, IEEE members will be involved in preparing the conference budget, monitoring the financial affairs, managing hotel logistics, managing the technical conference program, preparing the final financial report, arranging for a professional audit, etc. Below is a quick reference summary of the items relating to the management of a conference:

- Seek organizational unit and other approvals.
- Seek needed cross endorsements.
- Define a Memorandum of Understanding (MoU) amongst participating organizational units, for co-sponsored conferences (Policies, Section 10.1.5).
- Seek needed budget approvals (Policies, Section 10.1.6).
- The IEEE Conference Application and other supporting conference information must be submitted to IEEE Meetings, Conferences & Events (MCE) for use in the IEEE database, which facilitates the online distribution of conference information and for archival purposes.
- Use the IEEE Logo as defined in Policies, Section 10.1.18.
- Assure proper conference naming, as indicated in Policies, Section 10.1.17.
- Submit the IEEE Conference Publication Form to IEEE MCE (Policies, Section 10.1.21).
- Submit IEEE Conference Insurance form with or prior to submitting the budget to IEEE MCE (IEEE Finance Operations Manual).
- Open conference bank accounts under the stipulations in Policies, Section 10.1.8.
- Request Loans from sponsoring organizational units, assuring their repayment within 30 days of the conference date (Policies, Section 10.1.7).
- Manage technical/professional aspects of the conference such as planning the scope of the program, organize panel discussions, invite special speakers, review and select contributed papers, assure hotel logistics, etc.
- Arrange for any needed services.
- Arrange for publicity and advertisements.

- Complete Surplus distribution when closing the conference bank account (Policies, Section 10.1.8 and 10.1.9).
- Submit Final financial reports within six months of the conference to sponsoring organizational unit and to IEEE MCE (Policies, Section 10.1.11).
- Arrange for the implementation of a Professional audit, submitting results to IEEE MCE (Policies, Section 10.1.10).

10.1.29 Summary of Requirements for Technical Co-Sponsored Conferences

Since involvement in technical co-sponsored sponsorship conferences is more limited than that of sponsored and co-sponsored conferences, the involved IEEE organizational unit may wish to negotiate a variety of issues with the sponsoring organization, including registration fees for IEEE Members, and other issues that benefit the Conference and the future interaction with the sponsoring organization. Below is a checklist of items for a technical co-sponsorship conferences:

- Define a Memorandum of Understanding (MoU) amongst participating organizational units (Policies, Section 10.1.5). The MoU shall include a clause specifying whether the conference proceedings will be included in IEEE Conference Publications Program (CPP), which includes posting of the proceedings in IEEE's database of articles. Inclusion in the CPP adds value to the conference. Therefore, the IEEE Organizational Unit providing technical co-sponsorship with the event may assess a fee to the conference organizations, or negotiate an agreement that will bring financial benefit to IEEE in some other form, for inclusion of the conference proceedings in the IEEE CPP.
- The IEEE Conference Application and other supporting conference information must be submitted to IEEE Meetings, Conferences & Events (MCE) for use in the IEEE database, which facilitates the online distribution of conference information, and for archival purposes.
- If the conference proceedings are to be included in the Conference Publication Program, the IEEE Conference Publication Form shall be submitted to IEEE MCE (Policies, Section 10.1.21).
- Technical co-sponsorship conferences cannot use the IEEE name in the title (Policies, Section 10.1.17).
- Use the IEEE Logo as defined in Policies, Section 10.1.18

SECTION 11 – IEEE FINANCIAL MATTERS

Introduction

The following IEEE policies have been established to ensure volunteers and staff have a clear understanding of and shall carry out their responsibilities regarding the functions and administration of the financial aspects of the IEEE. Specific procedures, when they exist for implementation of these policies, shall be set forth in the IEEE Finance Operations Manual and the IEEE Investment Operations Manual. These manuals, initially approved by the IEEE Board of Directors, shall be developed and maintained by the IEEE Finance Committee with input of various Committees of IEEE. With respect to these manuals, all changes implemented by the IEEE Finance Committee will be shared with the IEEE Board members prior to implementation. Operational policies and procedures of the respective IEEE Organizational Units shall not conflict with these policies.

With respect to these policies, wherever a staff function is identified, such activities shall be performed by staff designated and authorized by the IEEE Executive Director. Additionally, for purposes of these policies IEEE Organizational Units include, but are not limited to, IEEE Societies, IEEE Geographic Units, and Conferences.

11.1 Financial Stability

The financial stability of the IEEE is based upon, but not limited to, a sound system of internal control and a commitment to prudence in order to ensure short-term and long-term viability.

- A. Internal Control. It is the IEEE policy to maintain sound internal control. As part of their oversight responsibilities, specific staff and the external auditors evaluate the system of internal controls of the IEEE and recommend changes to IEEE Management and or the Audit Committee who in turn recommend changes to the IEEE Board of Directors, as appropriate.
- B. Reasonable and Prudent Operations. It is IEEE policy to operate reasonably and prudently. The standard by which all aspects of operations of a not-for-profit organization are tested is reasonableness and prudence.
- C. Financial Outlook. To be committed to its goals, the management of the IEEE, both volunteer and staff, shall take an approach that looks beyond specific calendar dates and always recognizes both historical context and the planned direction with a distinct emphasis on the future. The strategic planning process, budget process, and actual financial performance shall provide the framework for making decisions important to the vitality of the IEEE.
- D. Risk Management. IEEE recognizes that the proper management of risk is a core leadership function that must be practiced throughout IEEE. Enterprise risk management (ERM) is defined as a process that enables the enterprise to visualize, assess, and manage significant risks that may adversely impact the attainment of key organizational objectives. Therefore, an ERM methodology shall be specified for IEEE risk management, and it is the responsibility of IEEE staff and volunteer leaders to identify, assess, and manage risks using the ERM process. The Audit Committee shall oversee IEEE's risk management.

11.2 Annual and Interim Reporting Requirements

- A. Audited Financial Statements. Audited IEEE Financial Statements will be made available to IEEE members annually.
- B. Annual Budget. Using a process established by the IEEE Finance Committee, an annual budget shall be prepared for the ensuing year, subject to the approval of the Board of Directors.
- C. Forecasts. IEEE Major Boards, Societies and Technical Councils, and the staff organizations shall submit forecasts on a scheduled basis as requested by the IEEE Finance Committee. These forecasts shall be used to identify opportunities and risks to achieving the budgeted targets.
- D. Investment Reporting. Reports on investments in the IEEE Investment Fund shall be provided to the appropriate IEEE Organizational Units in a format and on a schedule approved by the IEEE Finance Committee.
- E. IEEE Organizational Unit Reporting. All IEEE organizational units that have cognizance of IEEE assets of any kind shall report annually the kind, amount, and location of such assets held at the close of the IEEE's fiscal year and the legal name under which the assets are carried. IEEE organizational units sharing a financial interest with an outside organization shall identify the basis of sharing and the monetary value of IEEE's partial interest at the end of the fiscal year.

1. Use of Funds; Required Audits.

- a) All IEEE Organizational Units shall have the right to obligate their budgeted funds for all purposes necessary to promote their approved objectives. No IEEE Organizational Unit, nor any representative thereof, shall have authority to contract debts for, pledge the credit of, or in any way bind the IEEE with respect to any matter or activity not approved by the IEEE Board of Directors or its designee.

If any IEEE organizational unit shares a financial interest with an outside organization, the organizational unit shall maintain an up-to-date record with IEEE Headquarters identifying the outside organization(s) and the basis of sharing.

Procedures related to procurement and contract negotiation, approval, and execution shall be contained in the IEEE Finance Operations Manual.

- b) All assets are the sole property of IEEE. IEEE funds may be used only for IEEE educational and scientific purposes. Examples of unacceptable uses are found in the IEEE Finance Operations Manual.
- c) All IEEE sponsored activities conducted by any IEEE Organizational Unit, which individually or collectively generates revenue or expense in excess of an amount specified in the IEEE Finance Operations Manual, shall be audited by a fully qualified, independent, professional auditor. The audit shall be performed by a Certified Public Accountant, Chartered Accountant, or equivalent source approved by the IEEE Internal Audit Department. Alternatively, the activity chair may engage the IEEE Internal Audit Department to arrange for and/or perform the audit. Activities involving less than the amount specified may be audited.

Joint conferences sponsored and conducted by IEEE and non-IEEE entities, as defined in the IEEE Policies, Section 10, are required to be audited if the IEEE is the primary (lead) sponsor. The primary lead sponsor shall be determined in the Memorandum of Understanding (MoU) for the conference.

2. Acceptance of Contributions. IEEE Organizational Units may accept contributions on behalf of IEEE, and such contributions shall be the sole property of IEEE. Contributions in excess of an amount specified in the IEEE Finance Operations Manual must be reported to the appropriate IEEE staff to facilitate the preparation of appropriate tax reporting documentation and acknowledgements.
3. Contributions from IEEE.
 - a) Direct or indirect contributions of IEEE funds by any IEEE Organizational Units to any organization or individual may only be made with prior permission of the IEEE Board of Directors.
 - b) Approval of contributions under an amount which shall be specified in the IEEE Finance Operations Manual may be delegated by the IEEE Board of Directors to the appropriate Vice President or Major Board President. Also see IEEE Policies, Section 11.8 – IEEE Contributions to Disaster Relief Policy.

11.3 Asset/Liability Management

Adherence to the policies in this section regarding Asset/Liability Management shall apply equally throughout the entire world, except where local laws and regulations prohibit compliance. Compliance outside the United States shall be to the maximum extent possible.

A. Asset Management. Uses of IEEE funds shall comply with the following policies.

1. Investments. IEEE funds may be invested only in the IEEE Investment Fund.

The primary objective of IEEE's investment policy shall be the protection of IEEE's (inflation adjusted) assets. In a manner consistent with the primary objective, the secondary objective shall be to maximize the total return on the IEEE Investment Fund's assets.

Investment portfolios for which IEEE is responsible shall be separated into an Operational Cash Fund, a Long-Term Investment Fund and a Defined Benefit Plan. The Operational Cash Fund shall provide for the cash needs of the IEEE, as determined each year based on projected cash flows plus a contingency. The Operational Cash Fund shall be invested only in secure short-term instruments focused on preservation and availability of the cash. The Long-Term Investment Fund shall be well diversified and invested in a conservative fashion to satisfy the primary objective of protection of assets while providing growth over the long term through total return. The Defined Benefit Plan, while not an IEEE Investment asset does impact the net income of the IEEE due to changes in market value and the impact upon the benefit liability.

Investment Business Continuity Plan. If at the close of the business week in New York, New York, there is a 15% or greater investment loss in the value of the Long Term Investment Fund from the highest level reached in the previous thirty six month-end period, adjusted for net investments or net withdrawals over such period, then the Finance Committee and the

Investment Committee, along with the IEEE President, Treasurer, appropriate staff, and other key participants designated by the President shall hold an emergency meeting to review whether the decline in the value of such assets has major negative implications for the IEEE's near term (one to three years) business operations. Discussion topics shall include, but not be limited to, (1) whether the level of the Operational Cash Fund is sufficient for any changed business or investment conditions affecting the IEEE, (2) whether the IEEE's short-term investments, including the assets in the Operational Cash Fund, are liquid and reasonably accessible, and (3) whether IEEE's investment assets should continue to be invested in a manner consistent with the most recently approved investment decisions.

If a decline in the value of IEEE's investment assets because of deterioration in the investment and financial markets exceeds the 25% range from the highest amount reached in the previous thirty six month-end period, then the IEEE President, IEEE Treasurer, and Chair of the Investment Committee shall call a meeting of the Investment Business Continuity Plan Advisory Committee (IBCPAC). The IBCPAC shall meet only when the financial situation as described has occurred. Members of the IBCPAC shall include the IEEE President, who shall be Chair, IEEE President-Elect, IEEE Past President, IEEE Treasurer, and all IEEE Directors then currently serving as members of the Investment Committee and the IEEE Past Treasurer.

Any recommendations by the IBCPAC shall be reported to the IEEE Board of Directors within 24 hours of the meeting. When warranted a special meeting of the IEEE Board of Directors may be called in accordance with IEEE Bylaw I-301.5.

The IEEE Treasurer and the Chair of the Investment Committee may invite members of the Finance Committee and the Investment Committee to participate at these IBCP meetings. Further meetings of the IBCPAC during any one-year period shall not be required unless the investment assets further decline in value by an increment of 10% since the last IBCP-triggered meeting, but a meeting may be called at any time at the discretion of the IEEE President, or IEEE Treasurer.

2. Banking. To the maximum extent possible IEEE Geographic Units and IEEE Conferences are encouraged to participate in the IEEE Concentration Banking Program which shall be defined in the IEEE Finance Operations Manual. All other IEEE organizational units shall conduct their banking through central IEEE treasury processes.
3. Bank Account Signatures. All IEEE Geographic Units and Conference bank accounts must have the IEEE Senior Director, Financial Services as a signator thereon. Procedures for handling bank account signatures shall be maintained in the IEEE Finance Operations Manual.
4. Capital Expenditures Policy. Procedures for the lease, purchase and disposition of capital assets, including furniture, real property and other property shall be set forth in the IEEE Finance Operations Manual. No IEEE Geographic Unit, conference or other organizational unit of the IEEE shall lease or purchase real property without the advance approval of the IEEE Board of Directors, which may be given either on the basis of a specific proposal or by inclusion in the approved annual budget.

- B. Accounting Method. Accounting methods shall be specified in the IEEE Finance Operations Manual.

11.4 Reserves

IEEE Reserves are defined as the total unrestricted accumulated surpluses of all IEEE Organizational Units. The IEEE Board of Directors has fiduciary responsibility for, and the right to direct and control, all IEEE Reserves.

- A. Custodial Responsibility of IEEE Reserves. Each IEEE Organizational Unit that generates revenue, or is authorized by the IEEE Board of Directors to receive assessments or a portion of IEEE dues, may have custodial responsibility for a portion of IEEE Reserves, to the extent determined from time to time by the Board of Directors.
- B. Investment Returns from IEEE Reserves. Investment returns from Reserves may be allocated by the IEEE Board of Directors to the IEEE Organizational Units with custodial responsibility for reserves.
- C. Recommended Levels for IEEE Reserves. It is the policy of IEEE to maintain the highest credit rating possible, and accordingly shall maintain reserve levels to achieve this objective.
- D. Spending Rules. IEEE Organizational Units may establish budgets that expend portions of the Reserves under their custodial responsibility, subject to the appropriate approvals as specified in the IEEE Finance Operations Manual.

11.5 Insurance Coverage

It is IEEE policy to maintain property and liability insurance coverage to protect the IEEE, its organizational units, employees, volunteers, and subsidiary entities against risks arising from IEEE business operations.

11.6 Business Expense Reporting

Travel Policy and Funds. It is IEEE policy to provide for, or reimburse, reasonable authorized travel expenses incurred in connection with the conduct of IEEE business. All persons traveling on IEEE business for whom IEEE pays or reimburses transportation expenses shall travel economically by booking economy class flights well in advance and shopping for low-cost business class train fares and low-cost rental car rates. Guidelines and procedures for reimbursement, required receipts and related limitations, beyond those described in this policy, shall be specified in the IEEE Finance Operations Manual.

IEEE does not reimburse for the travel expenses of spouses or travel companions as an entitlement. Airfare, hotel, and incidental costs of spouses or travel companions are never covered but it is recognized that there are occasions where the demand on volunteer time in particular, requires travel with a spouse or companion which may result in some meal costs being expensed. Since the purpose of the business trip is already deemed necessary and the only incremental cost is the spouse/companion meals, expensing the meals is acceptable as long as the cost is reasonable, and the practice is not perceived as an entitlement. Spouse/ companion costs for purely social gatherings must be reimbursed on the staff or volunteer person's expense report as a reduction of reimbursed expenses.

- A. Airfare. All persons traveling on IEEE business who are seeking reimbursement for airfare or for which airfare is provided for them by IEEE, shall book only the most economical airfare, i.e., non-refundable, economy-class, coach-fare tickets; provided, however, the reimbursement or purchase by IEEE of business class fares shall be permitted only (i) when the flying time is over eight consecutive hours for a single segment or over eight hours flying time where a layover is required, (ii) when it is budgeted by the organizational unit, and (iii) with permission of the Major Boards Vice President or President or in the case of Staff, the IEEE Executive Director.

Individuals are encouraged to purchase upgradeable coach class fares and use miles or coupons to upgrade to business class.

Permission to travel business class for medical reasons may be granted by the IEEE President. Note that an “organizational unit” (OU) is defined in Bylaw I-107: “An organizational unit is a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law.”

11.7 Fundraising: Receiving Grants and Contributions

IEEE may solicit and accept voluntary contributions and grants in support of its purposes and objectives. It is the policy of IEEE to comply with all applicable charitable solicitation and donation laws, U.S. and elsewhere (at each governmental level).

The approval and coordination and specific procedures pertaining to the solicitation and acceptance of charitable contributions, and the submission of grant proposals and receipt of grants shall be specified in the IEEE Finance Operations Manual.

11.8 IEEE Contributions to Disaster Relief Policy

IEEE and its Organizational Units (including conferences) may provide contributions to third party nonprofit organizations to provide relief for various natural disasters. The IEEE is a Section 501(c)(3) tax-exempt nonprofit organization, and therefore all contributions from IEEE, including those in support of disaster relief efforts, shall be made only in furtherance of IEEE’s educational and scientific purposes. For purposes of this policy, the term “disaster relief” shall mean any contribution or donation from IEEE that is provided in an effort to alleviate hardships that are the result of a natural disaster.

Contributions or donations from IEEE for disaster relief may be in the form of (i) funds, equipment, or services that further and promote scientific or technological knowledge and education (e.g., computers) or (ii) grants that are tied directly to such purposes (e.g., scholarships, support of a library, classroom equipment, and/or supporting infrastructure.).


Requests for permission to make donations shall be made in accordance with IEEE Policies, Section 11.2, and the procedures shall be specified in the IEEE Finance Operations Manual. See also Section FOM.2.E.4 Contributions From IEEE.

11.9 Principles of Business Conduct

IEEE is committed to maintaining legal, ethical, and regulatory standards necessary to achieve excellence in corporate integrity in all its activities. These standards and corresponding objectives are outlined in the IEEE Principles of Business Conduct, with which all directors, officers, volunteers, members, and employees who conduct IEEE business, as well as non-Members who do business with or on behalf of IEEE, shall comply. [<https://www.ieee.org/content/dam/ieee-org/ieee/web/org/audit/ieee-principles-of-business-conduct.pdf>]

SECTION 12 – LEGAL AND TAX MATTERS

12.1 Trademark

- A. The emblem of IEEE will be protected by legal registration. The guidelines for the use of the emblem and "IEEE" are set forth under Section 6 of the IEEE Policies, and the emblem and "IEEE" shall be used only in connection with official business of the IEEE. The IEEE emblem is a registered trademark owned by the IEEE. As owner of the mark, IEEE Headquarters makes membership pins, which bear the mark, available to members. IEEE Headquarters also makes available to Sections, Societies, and other IEEE organizational units, letterheads, pennants, and other similar material bearing the emblem. Any form of use of the emblem by members, either as individuals or as IEEE organizational units, which is not supplied by the IEEE Headquarters must be submitted for approval and any form of use which has not received such approval shall be considered as unauthorized use of the emblem. IEEE has received applicable registrations in the United States and other countries for the emblem and "IEEE". Records of these trademark registrations shall be maintained by the IEEE Legal and Compliance Department. When used by members either as individuals or as IEEE organizational units, the emblem must be displayed with an R in a circle (®) as shown above. This is required to give legal notice that the emblem has been registered by IEEE.
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- B. The IEEE emblem may be incorporated in the design of awards, or for similar purposes, provided that the total emblem is used without any modification. If the emblem is modified in any manner, including the addition of names or dates within the field of the emblem, the basic IEEE registration will have been violated. The IEEE's legal counsel urges that IEEE members, volunteers and staff maintain the integrity of the IEEE emblem.
- C. Purchase of Emblem. Emblems to be worn by members are to be purchasable only from IEEE Headquarters.

12.2 Uniform Employer Identification Number Assigned by IRS (Applicable Only in U.S.)

Each Region and Section should have its own Employer Identification Number. Any Region or Section that does not have such a number or does not know its number should notify IEEE Headquarters. Societies should use IEEE Employer Identification Number 13-1656633. A Society will be required to use the IEEE Employer Identification Number if it is required to file any forms such as those discussed in Policy Statement 12.3 or when it opens a bank account. A Region or Section will be required to use its own Employer Identification Number in similar circumstances.

12.3 Internal Tax Procedures (Applicable Only in U.S.)

- A. Exemption from Federal Income Tax. IEEE is exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954. No Section or other subdivision of IEEE should apply for exemption from Federal income tax. If any Section is requested by the Internal Revenue Service to do so, IEEE Headquarters should be notified immediately.

B. Federal Returns.

1. Annual Information Returns - Form 990. Form 990 is the annual information return which is filed by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954. IEEE Headquarters annually files such a return on behalf of all its U.S. Sections, and it is not necessary for any Section to file an income tax return. If any Section is requested to file an income tax return, on Form 990 or any other form, that Section should advise the Internal Revenue Service office making the request that IEEE Headquarters will file the necessary return on behalf of the Section. If any further questions are raised by the Internal Revenue Service, the Section should immediately notify IEEE Headquarters.
2. Employer Returns. If any Section makes any payment to an employee it will generally be required to withhold and pay over both Federal Income and Federal Social Security taxes. Consequently, any Section that makes payments to employees will be required to obtain and file some or all of the forms mentioned below. Also, in most cases it will be necessary to withhold and pay over certain state taxes (e.g., income, disability or unemployment tax). The rules with respect to such withholding will generally differ from the rules applicable to the withholding of Federal Income taxes. The advice of local counsel or the local office of IEEE's Accountants should be sought regarding the correct procedure for the withholding and paying over of local taxes.
 - a) Form 941. Any Section which is required to withhold Federal Income or Social Security taxes from an employee is required to file a return as to the amounts withheld. This return is made on Form 941. If Social Security taxes are withheld it will also be necessary to fill out and file a separate Schedule A (Form 941) because it contains the necessary information on wages subject to Social Security taxes. Form 941 must be filed and the taxes collected must be deposited on or before the last day of the month following the close of each calendar quarter that is, on April 30, July 31, October 31, and January 31.
 - b) Form 501. Each deposit of withholding or Social Security taxes must be accompanied by a properly filled-in Form 501. Sections which have withholding taxes and Social Security taxes of under \$200 per calendar quarter are not required to make deposits. Instead they will pay over the taxes with their quarterly Form 941. Sections with monthly liability of over \$200 but less than \$2,000 must deposit the taxes by the 15th of the following month in the case of the first or second month of the quarter or before the last day of the following month in the case of the last month of the quarter. Sections with \$2,000 or more in liability on the 7th, 15th, 22nd or last day of the month must make deposits within three banking days of such dates. Deposits are made with the Federal Reserve Bank which serves the Section's district or with a commercial bank authorized to accept such deposits for transmittal to a Federal Reserve Bank. The names of the appropriate depositories may be obtained at any local bank or Federal Reserve Bank.
 - c) Forms W-2 and W-3. If any Section or Society is required to withhold Federal Income tax or Social Security taxes it should furnish the correct number of copies of the withholding statement, Form W-2, as required by the individual state, to each employee from whom income taxes have been withheld or would have been withheld if he/she had claimed no more than one withholding exemption. In connection therewith the Section or Society should use the employer identification number specified in Statement 12.2. Copy A of

Form W-2 together with Form W-3 must be filed on or before February 28th at the Internal Revenue Service Center for the appropriate Internal Revenue Service Region.

- d) Form W-4. The Section should request each new employee to furnish a withholding exemption certificate, Form W-4, on or before the commencement of his or her employment. If an employee fails to furnish such a certificate, the Section must withhold, tax as if he or she had claimed no withholding exemptions.
 - e) Other Information Returns. Each Section must file information returns for the calendar year for payments made by it during such year which total \$600 or more to any individual or particular firm or organization. If such payments are not subject to withholding of Federal Income tax and are not reported on a withholding statement (Form W-2), the Section must file Form 1099, together with Form 1096 with respect to each such payment. Forms 1099 and 1096 must be filed on or before February 28th of the year following the close of the calendar year during which payment was made. A copy of the Form 1099 must be given to the person to whom the payment was paid no later than January 30 following the close of the calendar year.
- C. State Income Tax Returns. Sections are not necessarily exempt from state taxes and may be required to file various state income tax returns. Through the aid of local counsel or the local office of IEEE's Accountants, each Section should ascertain whether it is complying with the applicable state laws.
- D. Annual Accounting. IEEE's taxable year is the calendar year. In order for IEEE Headquarters to be able to file reports on behalf of all its subdivisions and to maintain a uniform means of internal accounting, it is necessary that each Society or Section render a financial statement to IEEE Headquarters at the end of each calendar year.

12.4 IEEE Foundation, Incorporated

The IEEE Foundation, Incorporated, is a separately incorporated organization associated with IEEE, established exclusively to support the scientific and educational purposes of IEEE. The U.S. Internal Revenue Service has determined that the Foundation is exempt from United States Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, and that the Foundation is not a private foundation for Federal tax purposes. Accordingly, donations, bequests and grants intended to further the scientific and educational programs of IEEE should be made to IEEE Foundation, Incorporated. Bequests to the Foundation will be deductible for U.S. Federal estate tax purposes. Lifetime gifts will be deductible for U.S. Federal gift tax purposes, and will also generally be deductible for U.S. Federal income tax purposes, subject to certain exceptions and limitations. The Foundation has prepared a pamphlet which summarizes the U.S. Federal tax rules applicable to donations to the Foundation, a copy of which may be obtained from the IEEE Foundation, Incorporated, at 3 Park Avenue, New York, NY 10016-5997, U.S.A. Each donor should consult with his individual tax adviser to determine if his contribution will be deductible. Officers and committee members of IEEE organizational units, on becoming aware of a pending donation, bequest, or grant directly to IEEE, should immediately notify the donor of the contents of this Policy Statement and should notify the IEEE Foundation, Incorporated, at 3 Park Avenue, New York, NY 10016-5997, U.S.A., of the pending payment, its donor, and its intended purpose. Further information on the Foundation may be obtained at the address given.

All funds held by the IEEE Foundation must be expended solely to support the scientific, educational purposes of IEEE, and may not be used in support of its professional activities.

12.5 Use of Legal Counsel by IEEE Units

Corporate counsel engaged by IEEE management shall be used by the IEEE and all of its subsidiary units in all matters related to IEEE policies and interests. Approval by the IEEE Executive Director is required on requests for legal advice from IEEE subsidiary units before they are submitted to IEEE corporate counsel. With the approval of the IEEE Executive Director, another counsel may be deemed appropriate after consultation with IEEE corporate counsel.

12.6 Contracts with Exclusive Rights

No organizational units of IEEE shall enter into any contract or agreement (i) that obligates IEEE or any of its organizational units to refrain from entering into similar contracts or agreements for goods or services similar to those to be provided by the other party to the subject agreement, or (ii) otherwise grants to such other party exclusivity as to the provision of the goods or services to be provided under the subject agreement, without first notifying the IEEE Board of Directors. Such notification shall be made in advance of finalization of the agreement and in sufficient time for the Board of Directors to consider the action.

12.7 Media Contact

Inquiries from the media to members of the Board of Directors, Major Boards, or major Committees on Institute-level issues involving current legal proceedings or having the potential for legal action, or concerning issues that are potentially detrimental to the IEEE's reputation and positive image, are to be referred to the Corporate Communications. If specifically asked to comment, such members may do so as long as they clearly state this is only their personal opinion and it is not necessarily the official position of the IEEE. Corporate Communications will be responsible for documenting each inquiry referred to it pertaining to legal or sensitive matters and will coordinate the response by the President or, if deemed appropriate by the IEEE Executive Director, by legal counsel.

12.8 IEEE Records Management Policy Statement

IEEE creates, delivers and exchanges information in many ways and, therefore, we must demonstrate accountability by handling and managing records properly. For the purpose of this Policy, records include all documentary materials, regardless of media type, physical form or characteristics, made or received in connection with the transaction of our business.

It is the policy of IEEE to maintain complete, accurate and high-quality records where those records are important to the continuing work of the organization and to comply with legal and regulatory requirements. Materials relevant to pending or threatened litigation, subpoenas and governmental investigations are to be retained and not destroyed until the action or inquiry is concluded. In addition, records required for audits shall be retained as necessary during the audit. No materials relevant to such actions or inquiry shall be destroyed, including through ordinary document retention procedures and automated electronic deletion programs. Destruction of records to avoid disclosure in a legal proceeding may constitute a criminal offense. The IEEE Legal and Compliance Department shall have primary responsibility for the identification and preservation of responsive materials, but all employees and volunteers have an independent obligation to assure that this Policy is observed. Documents that are not necessary for business, legal, and regulatory requirements shall be discarded on a regular basis.

Retained documents shall be effectively organized to facilitate their continued use in the business of the organization.

Specific procedures related to records retention shall be contained in the Records Management Program approved by the IEEE Executive Director. Compliance with the requirements of this policy shall be reviewed by the IEEE Legal and Compliance Department.

12.9 IEEE Privacy Policy Statement

It is the policy of the IEEE to respect the privacy of personal information that may be collected by the IEEE, including information gathered from the use of <http://www.ieee.org> and other IEEE websites (collectively, the “websites”) and interactions with IEEE offline. Specific information related to the collection and treatment of personal information by the IEEE shall be contained in the “IEEE Privacy Policy”, which shall include, but not be limited to (1) defining the types of information collected, (2) describing how that information may be collected, used, and shared, and (3) describing how individuals may set preferences concerning the collection, use and sharing of that information. The IEEE Privacy Policy and the supporting IEEE Data Access and Use Policy shall be approved by the IEEE Executive Director after consultation with the IEEE President and the Chairs of the Major Boards and shall be made accessible on the IEEE website at www.ieee.org/privacy.

12.10 Antitrust and Fair Competition Policy

IEEE requires that all IEEE activities comply with applicable competition and antitrust laws. These laws are designed to protect the competitive process from monopolization (or, in many countries, abuse of dominance) and from agreements that unreasonably restrain trade. For example, an agreement between competitors that simply fixes the price at which they sell their competing products or allocates customers or territories between them is illegal. For a more detailed description of the competition and antitrust laws applicable to IEEE, see the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html> . For additional information relating to standards development, see <http://standards.ieee.org/develop/policies/antitrust.pdf>.

12.11 Economic Sanctions and Embargoes Policy

IEEE is subject to the jurisdiction of the economic sanctions and trade embargo regulations administered and enforced by the U.S. Treasury Department’s Office of Foreign Assets Control (“OFAC”). These regulations impact various IEEE activities including membership, conferences, awards, publishing and travel. Consequently, IEEE may not be able to provide certain services to certain designated countries or entities or individuals from those countries or entities. A more detailed description of OFAC and the economic sanctions and embargoes applicable to IEEE can be found on the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html>. If a compliance question arises no action should be taken until consultation with the Legal and Compliance Department has occurred.

12.12 Anti-Boycott Policy

IEEE is subject to the U.S. anti-boycott laws which prohibit it from participating in international boycotts that are contrary to U.S. national policy. Such laws require IEEE to report any requests from third parties to engage in prohibited conduct. A more detailed description of the anti-boycott laws applicable

to IEEE can be found on the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html> .

12.13 Anti-Bribery and Corruption Policy

IEEE prohibits making any improper payment, promising payments or providing anything of value to foreign officials or their family members for the purpose of obtaining or retaining business or influencing official action. Foreign officials include persons employed by or representing a foreign government, officials of a foreign political party, officials of public international organizations, candidates for foreign office and employees of state-owned enterprises. In addition to offering or giving payments, gifts or entertainment to a government official or to a family member of a government official, making an offer to a third party or charitable organization suggested by the recipient or offering employment opportunities to a government official or a family member of an official may also violate anti-bribery laws.

Payments made indirectly through an attorney, consultant, contractor or other third party are subject to exactly the same restrictions and any IEEE representatives need to know who is acting on behalf of IEEE and what they have been engaged to do. For a more detailed discussion of the obligations of IEEE and its representatives in this area, see the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html> .

SECTION 13 – NOMINATIONS AND ELECTIONS

13.1 Objectives

The objectives of the IEEE's nomination and election procedures are to choose the best qualified persons for the various offices throughout the IEEE, on the one hand, and to involve as many members in the selection process as possible, on the other. It is necessary that all candidates nominated for office be highly qualified, and it is therefore essential that all IEEE nominating committees show great diligence and exercise judgment in making nominations. To the maximum extent appropriate, the membership of IEEE committees, candidate slates, and appointments shall reflect the global nature of IEEE membership.

It is essential that special attention be paid to this aspect of the IEEE's business, and that the nominating process be visible to and understood by the members. It is therefore the IEEE policy that all training sessions, workshops and orientation material shall stress the importance of an informed, diligent and visible nominating procedure at all levels.

Where practicable, electors should be offered a choice of candidates. In all cases there must be a procedure for additional nominations from the membership at large, as provided in the IEEE Constitution and Bylaws.

13.2 Nomination of Candidates for Elective Office and Committees of IEEE

- A. Elective Office. The Bylaws provide that the Chair of the IEEE Nominations and Appointments Committee shall contact the various IEEE organizational units each year inviting the submission of suitable candidates to be considered by the IEEE Nominations and Appointments Committee for the various elective offices of the IEEE. The Call for Nominations shall specify the deadline date for submission and shall indicate the name and address to which the nominations shall be mailed.
- B. Committees of IEEE. All organizational units of the IEEE are encouraged to submit the names of candidates eligible to serve IEEE on the Committees of IEEE, which are vital to the conduct of IEEE operations. At the appropriate time, the Call for Nominations for such appointments will be issued, and all organizational units of the IEEE are urged to cooperate in these important efforts by submitting the names of qualified candidates to the IEEE Nominations and Appointments Committee.
- C. To provide the widest opportunity for qualified members to serve Committees of IEEE, a rotation procedure has been established. Members of Committees of IEEE and any subcommittees of the Committees of IEEE shall generally be appointed for no longer than three consecutive years, with approximately one-third of the members to be appointed each year. If the appointment of the members in a given year, as provided in this Statement, does not provide a full committee complement, then a sufficient number of members, who have served three years, may be invited to serve an additional one-year term, to make up the full committee complement. An outgoing Chair may be appointed to membership for one year following his/her term of office as Chair, irrespective of the duration of his/her prior service. A Chair shall not be appointed to serve more than two consecutive terms as Chair. Exceptions to these limitations shall be considered by the Board of Directors on the basis of the nominator's recommendation, provided that it is accompanied by a detailed statement of pertinent circumstances.

- D. The nominees' and appointees' Region and previous service in the position for which they are being nominated shall be identified at the time that they are proposed. The President and Chairs of the major boards shall report at the final Board of Directors meeting each year on the geographic make-up of their committees, candidates slates, and appointments.

13.3 Elections and Electioneering

- A. IEEE Policy. Election campaigns that provide information to IEEE voters on candidates and issues are encouraged.

1. Candidates are individuals who have been approved to have their names appear on an official slate by an IEEE organizational unit. Petitioners are not considered candidates until the pertinent organizational unit has determined that their petition has met the conditions that would make the petitioner an official candidate. IEEE organizational units are not obligated to offer candidates retroactive provisions for campaigning opportunities that were not available to them before they were officially declared candidates.
 - i. Election campaign activities are defined as activities intended to promote or inform IEEE members and voters about a candidate. Examples include, but are not limited to, the use of postal mailings, email, any forms of electronic communications as defined in IEEE Policies.

Campaign messages are defined as communications that contain information advocating or discussing a candidate's qualifications, positions on issues, or other information intended to make an impression on voters.

2. Candidate's Code of Principles. All IEEE elections must be conducted with the utmost integrity. They should be paragons of fairness, accuracy, truthfulness, transparency, consistency and collegiality. The campaigning process must offer equal opportunity to all candidates, while promoting and maintaining mutual respect. The responsibility of maintaining these standards falls upon the candidates, the organizational units conducting the elections, officers, staff, volunteers, and all committees involved in managing and overseeing the election process. While IEEE continues to inform its community about the expected campaigning practices, and strives to develop guidelines reflecting the true spirit of volunteering to serve the profession, it is impossible to conceive of all possible scenarios that could take place during elections. It is expected that all candidates self-impose and adhere to the highest standards that are far above the minimum threshold identified as violations of the IEEE Election guidelines. The behavior of candidates during the election campaign, particularly those reflecting the true spirit of IEEE's core principles, is a reflection of their character and provides insight into their professionalism and the ethical standards they will uphold in a leadership position.
3. It is the policy of IEEE to inform all members of the views of all candidates in the elections of IEEE, including candidates nominated by petition. The primary vehicle to accomplish this objective is to publish the candidate's biography and statement in the ballot package, and on the IEEE Annual Election website.

- i. For IEEE President-Elect candidates, the IEEE Election Oversight Committee shall be responsible for coordinating campaign messages to the membership, organizing at least two candidate events, hosting candidate webpages, and providing candidates with guidelines.

Campaigning guidelines for IEEE Organizational Units are defined in IEEE Policies, Section 13.3.C.1.i.

- ii. All election campaign activities for IEEE President-Elect candidates may begin after the final IEEE President-Elect candidate slate has been announced in accordance with IEEE Bylaw I-307.9.

It is the policy of IEEE to facilitate open discussion, including opposing views, of issues and initiatives to appear on the ballot (Constitutional amendment and referendum); this policy applies to those proposals originated by the IEEE Board of Directors as well as those of other members of IEEE.

- 4. Discussion of candidates and their views for office is permitted, as delineated further in Section D5. Opinions on initiatives may be presented that relate to the interests of the members.
- 5. Reviews of Credentials, Qualification and Disqualification of Candidates and Potential Candidates. Formal review of qualifications of individuals who are proposed as candidates in IEEE elections (including nominees, petitioners and petition candidates) shall normally be done by the organizational unit responsible for their selection and by the IEEE Legal and Compliance Department. This review shall normally be completed before an individual is nominated. IEEE reserves the right to conduct additional reviews to address legal or ethical questions.

Should pertinent legal or ethical questions, or questions about credentials of candidates or potential candidates be raised, the matter shall be referred to the IEEE Election Oversight Committee. In some cases, the IEEE Election Oversight Committee may develop a recommendation to disqualify a candidate based on this referral, as follows:

- a) Additional Review – Candidates on the IEEE Annual Election Slate. The IEEE Election Oversight Committee shall make recommendations to the IEEE President in a timely manner to disqualify a candidate, along with procedures for substituting another candidate for the disqualified candidate if such substitution is deemed necessary and/or appropriate. The President shall report any actions taken to the Board of Directors.
- b) Additional Review – Other Candidates. The IEEE Election Oversight Committee shall make recommendations to the Chair of the pertinent IEEE organizational unit to disqualify a candidate, along with procedures for substituting another candidate for the disqualified candidate if such substitution is deemed necessary and/or appropriate. The Chair shall report any actions taken to the governance body of the relevant major organizational unit. The Election Oversight Committee shall establish a timeline and procedures that are suitable for the specific election in question, including procedures for appeal by the candidate. If a candidate appeals the disqualification decisions, the decision of the body designated by the Election Oversight Committee to hear the appeal shall be final.

B. Grounds for Disqualification of a Nominee, a Candidate, or a Potential Candidate.

Disqualification shall require a recommendation by the Election Oversight Committee.

The development of disqualification recommendations by the Election Oversight Committee shall be governed by procedures specified in the Operations Manual of the Committee. These procedures shall guarantee a thorough and fair review of evidence in context, and opportunities for the individual under review to address and comment on charges.

Grounds for disqualification shall include one or more of the following:

1. Past sanctions that were imposed on the individual under review, involving violations of IEEE Bylaws, Policies, Operations Manuals, Code of Ethics, IEEE Code of Conduct, or other procedures and decisions adopted officially by an IEEE Organizational Unit. Examples include violations of campaigning rules; plagiarism and other violations of publication policies; refusal to comply with legal compliance rules (e.g., refusal to submit a Conflict of Interest form); and financial mismanagement or misappropriation of IEEE assets.
2. Verified information pointing to a substantial violation of IEEE Bylaws, Policies, Operations Manual, IEEE Code of Ethics, IEEE Code of Conduct, or other procedures and decisions officially adopted by the Organizational Unit.
3. Verified information pointing to moral turpitude (act of baseness, vileness, or depravity in the private and social duties which a human owes to his/her fellow humans, or to society in general, contrary to the accepted and customary rule of right and duty between human and human) by the reviewed person, namely conduct that is considered contrary to community standards of justice, honesty or good morals.

C. Campaigning Guidelines for IEEE Organizational Units.

1. IEEE seeks to provide candidates in IEEE elections with opportunities to address their electorate in IEEE meetings and publications, provided that (1) such campaigning activities are consistent with the purpose, format and conduct of the pertinent IEEE meeting/publication; and (2) the same opportunities to address the electorate in a meeting or through a publication are offered to all official candidates, within reason, and to the extent practicable. Subject to rules or policies adopted by the Board of Directors, the governing body of each IEEE organizational unit shall be responsible for establishing guidelines to implement the campaigning policy of IEEE in the best interests of the members of that organizational unit. Operating units of each organizational unit are accountable to this governing body to conduct campaigning activities in accordance with the guidelines. The Region/Division Director or other member of the IEEE Board of Directors responsible for each organizational unit is ultimately accountable to the IEEE Board of Directors to resolve questions concerning conformance of the guidelines with the IEEE campaigning policies.
 - i. All election campaigning activities for IEEE President-Elect candidates may begin after the final slate has been announced in accordance with IEEE Bylaw I-307.9.

As defined in IEEE Policies, Section 13.3.A.1.i, election campaign activities are defined as activities intended to promote or inform IEEE members and voters about a candidate.

2. IEEE Organizational Units should encourage eligible voters to vote in IEEE elections, and direct voters to the ballot, and to the Annual Election website. However, Organizational Units and their committees shall not endorse candidates, pass resolutions that endorse candidates, or publish documentation (such as meeting minutes) that endorse candidates or quote endorsements of candidates.
3. In accordance with IEEE Bylaws, members of the Election Oversight, IEEE Nominations and Appointments, and Tellers Committees with involvement in election related matters shall not engage in campaigning.

D. Means of Informing Members of IEEE Organizational Units.

1. Members may be informed of the candidates' views and of issues pertaining to initiatives through messages sent by the candidate to potential voters (e.g., by postal mail and electronic mail), publications and related means (such as websites and portals) created and maintained by the candidate and/or the candidate's supporters, Board/Society/Council/Region/Section or Chapter meetings, conferences and publications. Equal opportunity shall be provided to all candidates for the same elective position. Within the guidelines established by the IEEE and the governing body of the organizational unit, the editor, conference chair or other individual responsible for the activity shall determine the information to be presented or published, within the guidelines established by the governing body of that organizational unit, provided all candidates are treated equally.
 - i. Equal opportunity shall be provided to all IEEE President-Elect candidates. Members may be informed of the IEEE President-Elect candidates' views through messages, publications and related means (such as, but not limited to the use of postal mailings, email, any forms of electronic communications such as websites, portals or mobile applications and "social media" as defined in IEEE Policies, Section 9.28) created and maintained by the IEEE. IEEE President-Elect candidates and their supporters shall not campaign to members.
 - ii. The editor, conference chair, or other individual responsible for an activity shall determine the information to be presented or published in accordance with the IEEE Election Oversight Committee guidelines based on IEEE Bylaw I-307 and Policies 9.28, 13.3, 13.7 and 14.1.
2. The sending and management of certain candidate messages and certain candidate publications are governed by the IEEE Policy on Mailing Lists and Rosters (Section 14) and may be regulated further by guiding documents recommended by the IEEE Election Oversight Committee and approved by the IEEE Board of Directors.
 - i. IEEE will communicate IEEE President-Elect candidates' election campaign messages. IEEE President-Elect candidates and their supporters shall not communicate to the membership regarding election campaigns.

As defined in IEEE Policies, Section 13.3.A.1.i, election campaign activities are defined as activities intended to promote or inform IEEE members and voters about a candidate.

In all campaign-related communication with potential voters, candidates and their supporters shall:

- a) Include provisions for opting out from future communications;
- b) Include reminders about the need of recipients to adhere to IEEE policies, especially IEEE Policy on Mailing Lists and Rosters (Section 14);
- c) Avoid practices that would be interpreted by a reasonably prudent person as obtrusive or falling under the category of "spam";
- d) Include the following disclaimer:

The opinions expressed herein are the opinions of the author and not necessarily the opinions of IEEE.

- 3. Conference/meeting organizers may arrange for candidates to make presentations to the attendees within designated sessions and forums.
 - i. IEEE Organizational Units may initiate and shall fund such IEEE President-Elect candidate campaign sessions and forums in accordance with the guidelines provided in IEEE Bylaw I-307 and Policies 9.28, 13.3, 13.4, 13.7 and 14.1.

The same opportunity to participate and present shall be given to all candidates, as follows:

- a) all candidates shall be invited at least sixty (60) days in advance of the event and be given fourteen (14) days to respond to the invitation;
 - i. IEEE President-Elect candidates shall be invited at least twenty-one (21) days in advance of the virtual event by the organizers and be given seven (7) days to respond to the invitation; invitations for in person events shall be sent at least sixty (60) days in advance of the event and be given fourteen (14) days to respond to the invitation; lead time may be waived if all candidates have agreed to the waiver.
- b) if the event provides funding to some candidates to appear in an election-related forum then all candidates shall be provided with equivalent funding. "Equivalent funding" means that if the event funds candidates' travel, all candidates shall receive funds that allow them to arrive at the event in time for the presentation, using the usual and customary mode of transportation from their official home address, as recorded by IEEE, to the venue of the event. Candidates whose official home address is more than 50 miles away from the venue of the event shall receive funding for the necessary usual and customary lodging associated with the timing of their presentation;
- c) all candidates shall be given the choice to appear in person or through remote communication means;
- d) if some candidates do not respond in time to the event's invitation or decline/fail to participate, then the planned session/forum can proceed without those candidates, provided that the names and affiliations of all candidates for the same position are provided to forum/session attendees;

- e) if a candidate is unable to participate in a debate or presentation they can submit a video presentation that conforms in length and format to the constraints of the forum/session as determined by the event organizers.
 - f) distribution of printed material in conjunction with a presentation at a conference/meeting requires consent of the organizers of the conference/meeting.
4. Organizers of conferences and meetings may arrange public discussions and presentations related to Constitutional Amendments and referendums adhering to the following guidelines:
- a) Equal opportunity shall be given to the individuals who support or oppose the referendum proposals to express their views.
 - b) The presentations shall not include statements from IEEE Organizational Units. Individuals, including members of the Board of Directors and leadership from the Organizational Units, are encouraged to participate in the discussion without endorsing or opposing, in order to ensure IEEE members are well-informed. Notwithstanding the foregoing, if the Board of Directors has previously adopted a motion endorsing or opposing a Constitutional Amendment or referendum, members of the Board of Directors may not participate in the discussion in a way that undermines the motion of the Board of Directors.
 - c) Distribution of printed material in conjunction with a presentation at a conference/meeting requires consent of the organizers of the conference/meeting.
5. Editors of IEEE publications who plan to publish election related materials are encouraged to seek written material from candidates, pose questions of interest to their readership, and request position statements from candidates. The same opportunity shall be given to all candidates to participate as follows:
- a) all candidates shall be given at least fourteen (14) days to respond to the request for written material;
 - b) candidates shall be given at least forty-five (45) days to prepare the requested written material, inclusive of the fourteen (14) days allotted for response in D.5.a;
 - c) the same instructions in terms of objectives, issues and length are given to all candidates and enforced uniformly;
 - d) if some candidates fail to respond or to meet the deadline, the planned election-related item can be published using material submitted by the other candidates who responded in time, provided that names and affiliations of all candidates for the same position are provided as part of the published item.
6. Editors of IEEE publications who plan to publish material related to referendums shall adhere to the following guidelines:
- a) Equal opportunity shall be given to individuals who support or oppose the referendum to express their views.

- b) The published material shall not include statements from IEEE Organizational Units, but from individuals only, with up to one IEEE volunteer title (current or past), if applicable.
 - c) If the IEEE Board of Directors has previously adopted a motion endorsing or opposing a Constitutional Amendment or referendum, members of the IEEE Board of Directors may not publish statements that undermine the motion of the IEEE Board of Directors.
7. Editorials, support/opposition articles and endorsements.
- a) Editorials concerning candidates. Due to the great difficulty of ensuring equal opportunity for all, candidates in responding to or confronting editorials, support articles, articles that criticize certain candidates, and endorsements, the publication of such material in official IEEE publications is prohibited. Candidates may include such material on their personal websites and in brochures or other written documents.
 - ii. IEEE President-Elect candidates may not include support articles, endorsements or articles that criticize a candidate on their candidate webpage or in brochures or other written documents.
 - b) Editorials concerning referendums. Editorials and support or opposition articles about Constitutional Amendments and other referendums are permitted, provided that the following are adhered to:
 - 1) Equal opportunity shall be given to individuals who support or oppose to express their views.
 - 2) The editorials and support or opposition articles shall not include official statements from IEEE Organizational Units. Individuals including members from the Board of Directors and leadership from Organizational Units, are encouraged to participate in the discussion without endorsing or opposing, in order to ensure IEEE members are well informed. Notwithstanding the foregoing, if the Board of Directors has previously adopted a motion endorsing or opposing a Constitutional Amendment or referendum, members of the Board of Directors may not participate in the discussion in a way that undermines the motion of the Board of Directors.
8. Routine non-campaigning activities of candidates in conferences and publications. Some candidates may hold volunteer positions that provides them with access and travel to IEEE meetings and conferences, and/or give them an opportunity to address wide audiences. Some candidates are authors and presenters of papers and technical talks. Some candidates organize, preside over or moderate meetings due to their volunteer responsibilities. As long as in the course of such routine activities candidates refrain from using the associated IEEE forum for campaigning, there are no prohibitions or restrictions on such activities. It is permissible to advertise the fact that a presenter in an IEEE forum/session is a candidate for an elected IEEE position, provided that the names and affiliations of all other candidates for the position are mentioned at the same time/instance.

9. Non-routine non-campaigning activities of candidates in conferences/meetings and publications. During the course of an IEEE election, a candidate may be given visibility in roles that are not directly related to the election, but may be perceived as offering this candidate with significant exposure that may influence potential voters. The variety and diversity of such potential roles precludes the prescription of specific guidelines for each one. However, in the spirit of providing equal opportunity for all candidates, it is recommended that the event organizers and editors refrain from engaging candidates in roles that do not provide equal opportunity to the extent practicable while they are running for IEEE office. IEEE volunteers in positions of authority over an event or publication should use their judgment and authority to allow/disallow the assignment of such roles to candidates in order to support the principle of providing equal opportunity to all candidates. The IEEE Election Oversight Committee may be used as a source of advice and conflict resolution to address such situations.
10. Distribution of election-related material in gatherings and events. Distribution of election-related material in gatherings and events requires consent of the organizer(s) of these events. Organizers are encouraged to allow such distribution, provided that in their judgment it does not interfere with the purpose or orderly conduct of the conference. To the extent practicable, organizers are obligated to provide all candidates for the same position, who have approached them in a time frame that allows accommodation, with the same opportunity to distribute their materials. Organizers are not obligated to contact candidates for the same position who have not made such requests. To the extent practicable, organizers are obligated to provide individuals who support or oppose a referendum proposal with the same opportunity to distribute their materials. Organizers are not obligated to contact individuals with interest in distributing material on a referendum. The Election Oversight Committee shall serve as a resource for conference organizers and volunteers to address questions regarding implementation issues.
11. In some cases the Election Oversight Committee may find that a violation of the campaigning rules has occurred, and that this violation has resulted in denial of equal opportunity to a candidacy or a referendum position to the electorate. In such cases, the Committee may recommend to the head of the relevant Organizational Unit that remedial action be taken.
12. Discussion Groups on Referendums and Proposed Referendums.
 - a) The IEEE Election Oversight Committee shall develop, maintain, and moderate an official discussion group, open to all IEEE members, on referendums and proposed referendums.
 - b) The discussion group shall be accessible by all IEEE members using their standard access credentials for IEEE member-restricted data.
 - c) The regulations of the discussion group shall be specified in the IEEE Election Oversight Committee Operations Manual and in published instructions for discussion group participants.
 - d) A discussion of a referendum shall be established and facilitated by the IEEE Election Oversight Committee within 10 days following approval for placement on the IEEE Annual Election Ballot.

- e) Participation in referendum discussion groups. Board members may participate in the discussion prior to Board of Directors endorsement/ opposition of a referendum. All other IEEE members are encouraged to participate in the discussions. Organizational Units other than the Board of Directors shall not endorse or oppose a referendum. (See also IEEE Bylaw 308.1 Amendments to IEEE Constitution and Bylaws.)

- E. IEEE SPECTRUM and THE INSTITUTE. The Publication Services and Products Board is responsible to define guidelines to the editors of IEEE SPECTRUM and THE INSTITUTE to ensure conformance with these IEEE campaigning policies. The Vice President - Publication Services and Products is accountable to the IEEE Board of Directors for implementation and supervision of the policy. The IEEE Election Oversight Committee may be used as a source of advice with respect to such guidelines.

- F. Paid Political Advertising. Paid political advertisements in any IEEE publications, whether related to an IEEE or any other office, are not allowed.

- G. Violations of IEEE campaigning policies by candidates and other members. Alleged violations of IEEE campaigning policies shall be referred to the IEEE Election Oversight Committee. The Committee's Operations Manual shall specify procedures for investigation of such violations and development of recommendations for potential sanctions. The Committee may correspond with nominees, candidates, petitioners, IEEE staff members, volunteers, and others to gather information and provide guidance and advice.

The Committee is responsible for timely investigation of allegations of violations and for providing the head of the related major organizational unit with recommendations for action if a violation is verified, and if, in the judgment of the Committee, the extent of the violation requires additional action. In this case, the Committee may recommend that candidates be advised of a violation, censured officially by the major organizational unit, or have their candidacy terminated by the major organizational unit as follows:

1. The Election Oversight Committee may recommend to the IEEE President that Annual Election candidates be advised of a violation, be censured officially, or have their candidacy terminated, in line with the process outlined in IEEE Bylaw I-307.17. In addition, the Election Oversight Committee may make a referral of the violation to the Ethics and Member Conduct Committee.

2. The Election Oversight Committee, may recommend to the respective major organizational unit that other election candidates be advised of a violation, be censured officially, or have their candidacy terminated. If the Election Oversight Committee recommends termination of candidacy, its recommendation shall include additional guidance concerning the necessary approvals of termination decisions, and opportunity of appeal by the candidate. In addition, the Election Oversight Committee may make a referral of the violation to the Ethics and Member Conduct Committee.

3. If it is alleged that violations of IEEE campaigning policies were committed by an IEEE member who is not a candidate, the Election Oversight Committee may take one or more of the following actions:

- a) Recommend to the relevant Chair of an IEEE Organizational Unit that the Member be advised by the governing body of the Organizational Unit of a violation, be censured officially, suspended or removed from some or all current volunteer positions in that unit for a specified period of time, or prohibited from accepting new volunteer positions for a specified period of time.
 - b) Recommend to the President that the Member be advised by the IEEE Board of Directors of a violation, be censured officially, suspended or removed from some or all volunteer positions across IEEE for a specified period of time, or prohibited from accepting new volunteer positions for a specified period of time.
 - c) Refer the violation to the IEEE Ethics and Member Conduct Committee, which may recommend additional sanctions, up to and including expulsion from IEEE.
4. All recommendations of the IEEE Election Oversight Committee as well as their disposition shall be reported to IEEE Legal Counsel and be considered in future reviews of candidates for IEEE elected or appointed positions.
- i. IEEE Election Oversight Committee will publish aggregated incidents and corresponding best practices related to IEEE campaigning policies for the IEEE President-Elect office on the IEEE Annual Election website for IEEE members.

13.4 Use of Funds for Electioneering

- A. IEEE funds may not be used for IEEE electioneering, except those expenses normally incurred in publicity and arrangements of meetings and those expenses normally incurred in publication of a newsletter or similar periodical. The same policy is applicable to candidates for office and to proponents and opponents of initiative issues. Candidates for office, or proponents or opponents of initiatives may be invited to appear at meetings to discuss their position, and may be reimbursed for actual travel expenses by the organizational unit organizing the meeting.
 - i. IEEE shall designate resources annually to support the IEEE President-Elect candidates campaign activities. IEEE President-Elect candidates shall only use IEEE provided resources for electioneering. IEEE President-Elect candidates may be invited to appear at sessions and forums to discuss their position. As defined in IEEE Policies, Section 13.3.D.3.i, the IEEE Organizational Unit shall fund such IEEE President-Elect candidate campaign sessions and forums, and provide for the candidate's travel expenses incurred in connection with participating in the event.
- B. The use of IEEE funds for electioneering purposes in any governmental election is prohibited.

13.5 Announcement and Publication of Results of IEEE Elections and Referenda

The IEEE President or an individual designated by the President shall make a public announcement of the results of the IEEE elections and referenda, which shall be published, with counts, in the first available issue of IEEE SPECTRUM or THE INSTITUTE.

13.6 Equal Opportunity for IEEE Service

The IEEE is committed to equality of opportunity for all, and to a belief that its technical and professional interests are best served when a broad spectrum of backgrounds and talent is brought to bear upon its activities. It also recognizes the existence of change in the composition of the future electrical engineering population due to the increasing numbers of women and ethnic minorities entering the field. The IEEE accordingly makes every effort to include on its Boards and Committees, and on the Committees that select such individuals, women and minority members of the IEEE and resource persons where applicable.

13.7 Nominations and Elections – Ballot Material

1. Statements.

- A. Candidate Statements. Initial statements shall be received by Corporate Governance staff from each candidate for elective office who submits a manuscript electronically on or before the first working day following 15 April, provided that the manuscript is written in standard English, and it contains no more than the specified number of words. Individuals who have been successful in their nomination by petition shall submit their materials within ten working days following the petition tally announcement by the IEEE Tellers Committee.

Candidate Statements received shall be date stamped and reviewed by the Corporate Governance staff and the IEEE Election Oversight Committee. Candidate Statements may not include illustrations or tabular matter. If the reviewers believe there are erroneous or legally actionable statements in a candidate's statement, or determines that the word limit has been exceeded, staff shall notify the candidate immediately, so that the candidate can submit modifications within a period of 48 hours. If no modifications are received, the statement shall be referred to the President for adjudication. The President shall decide whether or not to place the statement on the ballot and in what form it shall be published and resolve disagreements between the reviewers and the originator of a statement.

On acceptance of candidate statements, they shall be distributed without further changes. With the exception of typographical errors, which the staff shall correct, candidate statements shall be published verbatim, even when statements may contain errors in syntax.

- B. Statements for Referendums. One statement to be made available in the IEEE-moderated discussion group, shall be provided to the IEEE Executive Director from the initiator of each referendum proposal that shall appear on the current IEEE Annual Election ballot. The written statement shall be received on or before the specified date, and shall contain no more than the specified number of words. Proposed amendments shall be published subject to the provisions of IEEE Bylaw 308.1.

A proposed amendment on the IEEE Annual Election ballot shall be prefaced by a notice of one of the following types:

1. This amendment was placed on the IEEE Annual Election ballot by the IEEE Board of Directors. For statements *for* or *against* this amendment see (a URL or similar reference to an IEEE-moderated discussion group). (See also IEEE Policies, Section 13.3.D.12. Discussion Groups on Referendums and Proposed Referendums.)

2. This amendment was placed on the IEEE Annual Election ballot by IEEE member petition (name of initiator, current or most recent IEEE title if applicable). For statements *for* or *against* this amendment see (URL or similar reference to an IEEE-moderated discussion group)

Other submitting members, titles, and background information may be provided for the official IEEE referendum discussion group and referenced in a URL or similar external reference provided that the reference is made stable at the time of submission of the amendment. (See also IEEE Policies, Section 13.3.D.12. Discussion Groups on Referendums and Proposed Referendums.)

- C. Word Count. All statements from candidates and from initiators of amendment proposals shall be written in standard English and shall not exceed the maximum word length requirement. To determine number of words:

- precede IEEE by an article and count both as one word;
- count an acronym as one word;
- count a discrete alphanumeric as one word—for example, 21st in 21st Century counts as one word;
- titles and other properly hyphenated words shall be counted as one word.

The IEEE Executive Director or his/her designee is authorized to make final decisions on related questions.

Statements exceeding the maximum length shall be returned to authors for editing. Typed, edited copies shall be provided electronically to those who submitted them for their comments. If this process fails to converge on a statement satisfactory to the candidate or initiator and IEEE, the candidate or initiator shall have the option of asking that no statement be published.

Statements by petition candidates and by referendum initiators accepted by Corporate Governance staff shall be placed in the ballot package, together with other election statements, provided that the corresponding petitions have been validated. Official statements received by staff after the statement deadline dates cannot be guaranteed placement within the ballot package.

<u>Statement</u>	<u>Word Count</u>
Candidates for:	
IEEE President-Elect	250
IEEE SA President-Elect	200
IEEE-USA President-Elect	200
Vice President-Elect, Technical Activities	200
Region Delegate/Director	175

<u>Statement</u>	<u>Word Count</u>
Division Delegate/Director	175
Region Delegate-Elect/Director-Elect	175
Division Delegate-Elect/Director-Elect	175
Vice Chair	175
Major Board Member(s)-at-Large	150
Other Office Positions	150
Referendum Statements:	
Initiator's Official Statement	200
Forum Consensus Support Statement	200
Forum Consensus Opposition Statement	200
Board of Directors Statement	200

2. Photographs; Biographies; IEEE Election Website.

Candidates shall submit to Corporate Governance staff, by the date specified, the following information:

- a) A candidate photograph in connection with IEEE election activities shall have been made within two years of the mailing deadline of the election materials in which the photograph will appear, as attested to by the candidate. Photograph requirements shall be specified by the IEEE Tellers Committee.
- b) A personal biography not to exceed 150 words, that rounds out the profile of the candidate's experience outside IEEE activities.
- c) A factual summary of IEEE accomplishments and past service to the IEEE not to exceed 300 words.

Copy will be edited by Corporate Governance staff and the candidate will have the opportunity to review the final copy before it is printed. Approval of the final copy of the candidate materials, in compliance with the bylaws and policies, must be received by the election staff by 12:00 noon Eastern time on the Friday preceding 15 June of the year of the election. Approved materials not received by the deadline will be omitted from the election materials provided to the membership.

The IEEE shall maintain a public annual election website. The website shall be launched no later than fifteen (15) working days after materials are received from, the first (nominated or petition) candidate for an office which appears on the IEEE annual ballot, and all criteria have been met as required. (See also, IEEE Policy 13.7.1.E.) The website shall include information on both nominated and petition candidates, including potential petition candidates who are in the process of circulating petitions. The existence of the website shall be announced in several electronic mail and

THE INSTITUTE announcements. The website shall allow eligible voting members to sign petitions either electronically or by printing petitions for mailing to IEEE headquarters.

3. Petitions and Signature Requirements.

A. General Petition Information.

In accordance with IEEE Bylaw I-307.10, individual voting members may propose, by petition, names to be added to the ballot for the offices that appear on the IEEE annual election ballot. In accordance with IEEE Bylaw I-308, individuals may propose, amendments to the IEEE Constitution, by petition.

Individual voting members who wish to circulate a petition shall submit a petition draft to the Board of Directors no earlier than 1 May of the year preceding the election and no later than 15 April of the year of the election. The petition draft (whose text shall follow the text proposed in Section 13.7.3.B.) must be accompanied by a statement by the proposed candidate that he or she is willing to serve if elected.

- i. Individual voting members who wish to begin the petition process for the office of IEEE President-Elect shall submit their petition intention to the IEEE Board of Directors after the IEEE Board of Directors' announcement of their nominated candidates. The petition intention must be received no later than 12:00 noon ET USA (17:00 UTC) on 31 December of the year preceding the election and accompanied by a statement that they are willing to serve if elected.

The IEEE Election Oversight Committee will be responsible for informing the membership about the availability of the petition process and petitions available for signing. Petitioners and their supporters shall not communicate to the membership about the petitions.

Corporate Governance staff shall advise those intending to seek nomination by petition of the relevant campaigning guidelines approved by the IEEE Board of Directors. All individuals who are circulating a petition or who are successful petitioners shall follow the campaigning guidelines. Petitioners are bound by the principles and relevant provisions of IEEE's campaigning policies. However, they do not enjoy the privileges of candidates (such as equal opportunity to present in IEEE conferences/meetings and publications) until they become official candidates.

Alleged violations of IEEE campaigning policies will be referred to the IEEE Election Oversight Committee. The Committee may correspond with petitioners and others, gather information and provide guidance and advice. The Committee is responsible for timely investigation of allegations of violations and for providing recommendations for action to the chair of the responsible major organizational unit. If a violation is verified, and if, in the judgment of the Committee, the extent of the violation requires additional action, the Committee may recommend that the subject petitioner have their petition revoked.

1. Following a recommendation of the Election Oversight Committee, the President may terminate a petition in the IEEE Annual Election, in line with the process outlined in IEEE Bylaw I-307.16.

2. The head of the responsible major organizational unit may terminate a petition upon recommendation by the Election Oversight Committee that includes guidance concerning any necessary additional approvals of termination decisions, and opportunity for appeal by the petitioner.

Corporate Governance staff shall advise the petitioner of any required changes in the petition's text. If there are disagreements between staff and the petitioner about revision requirements the President will adjudicate the disagreement. Once the petition's text is finalized, but not earlier than 15 May of the year preceding the election, the petitioner may circulate the petition and collect signatures.

- i. Petitioners for the office of IEEE President-Elect may start the petition process to collect signatures after the IEEE Board of Directors' announcement of their nominated candidates.

The complete petition for a Constitutional Amendment shall be submitted in a letter to the Board of Directors, to be received at IEEE Headquarters no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 April of the year of the election.

The complete petition for candidates shall be submitted in a letter to the Board of Directors, to be received at IEEE Headquarters no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 May of the year of the election.

- ii. The petition for IEEE President-Elect candidates shall be submitted to the Board of Directors via the IEEE Annual Election website (www.ieee.org/petition) no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 April of the year of the election.

Corporate Governance staff shall provide to any petitioner, upon request, documentation on the process regarding the collection of petition signatures. The documentation shall include relevant IEEE Bylaws, Policies, and sample petition signature forms. Information on those who sign a petition shall remain confidential.

Verification that a petition has fulfilled the conditions of Bylaw I-307.10 and Policy 13.7 and that the petition candidate meets the qualifications of the office for which he or she is being nominated shall be confirmed by the Tellers Committee. Certification of the petition candidate by the Tellers Committee shall be made known to the Board of Directors promptly.

Once any petitioner has become an official candidate they shall enjoy the same opportunity to address the electorate through IEEE publications and conferences/meetings as do all other candidates per Policy 13.3. IEEE organizational units are not obligated to offer candidates retroactive provisions for campaigning opportunities that were not available to them before they are officially declared candidates.

B. Petition Text for Candidates and Referendum Petitions.

A nominating petition shall, at the time it is signed by the petitioner, set forth the office, the term of the office (expressed in date form), and the name of the proposed candidate.

Following are examples of appropriate statements for petition candidates and petitions for Constitutional Amendments, respectively:

Endorsement for Candidate Petition:

I (We), the undersigned, petition to add (Name of Petition Candidate) to the (Year) IEEE annual election ballot for the position of (Position) for the term (Years). I (We) certify that to the best of my (our) knowledge, I (we) am (are) eligible to vote for this position in the next IEEE annual election.

Note: This petition is not being signed nor circulated any earlier than as specified in IEEE Policy 13.7 and will only be accepted if received by IEEE Headquarters by the date and time specified by the same policy. All members who sign this petition must be voting members in good standing at the time their signatures are received by IEEE Headquarters.

Endorsement for Referendum Petition:

I (We), the undersigned, petition to add to the (Year) IEEE annual election ballot the following amendment to the IEEE Constitution: (Statement of Amendment).

In addition, petitioners shall include a statement providing a description of the proposed Constitutional change and the purpose of their petition. The explanation shall be written in standard English and must not exceed 200 words, counted in accordance with IEEE Policies. The petition shall also include a brief summary statement describing any significant expected financial, policy or operational impacts on the IEEE that may result from the proposed Constitutional Amendment. This statement shall be based upon an analysis conducted by the IEEE Finance Committee and the IEEE Audit Committee as part of the petition process that shall be completed within 45 business days from the date the petition is received at the office of the IEEE Executive Director. The initiator shall be invited to work with the IEEE Finance Committee and the IEEE Audit Committee to develop this brief summary statement. The initiator can submit a separate summary statement of similar length if an agreement cannot be reached jointly. The summary statement(s) of the analysis shall accompany the official Constitutional Amendment petition form being circulated for signatures, and if the petition is qualified, it shall appear on the IEEE Annual Election ballot.

C. Signature Requirements.

Signatures can be submitted electronically through the official IEEE annual election website, or by signing and mailing a paper petition. The name of each member signing the petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, Membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE annual election website or original signatures on paper petitions shall be accepted.

- i. For IEEE President-Elect petitioners, signatures shall be submitted electronically through the official IEEE annual election website (www.ieee.org/petition).

The number of signatures required on a petition shall depend on the number of eligible voters, as listed in the official IEEE membership records at the end of the year preceding the election.

Information on the exact number of signatures required for a specific petition may normally be obtained from IEEE Headquarters by 15 March of the year of the election. As signatures are obtained, they shall be submitted to the Corporate Governance Staff, in advance of the deadline date for petitions, in order for staff to begin the verification process. A signature shall be considered valid if the signer is eligible to vote for the office sought by the proposed candidate at the time the signature is submitted to IEEE Headquarters. Otherwise, the signature shall be considered invalid.

For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

13.8 Procedure for Selection of IEEE President-Elect

IEEE President-Elect candidates are selected by the IEEE Board of Directors using the following procedure:

1. The entire process shall be conducted in Executive Session.
2. Place the Nominations and Appointments Committee (N&A) slate into nomination. Due to the perceived conflict of interest, Board members on the N&A slate shall leave the room.
3. Place the names of qualified nominees received in accordance with IEEE Bylaw I-307.3 into nomination. Due to the perceived conflict of interest, Board members who have qualified shall leave the room and not participate in the vote.
4. Board members leaving the room because their names have been placed in nomination (steps #2 and #3), shall not return to the room until after the completion of voting (step #8), except as required to make their presentations (step #6).
5. Determine the number of candidates (one or more) to be recommended to the membership and placed on the ballot for President-Elect.
6. In random order, individuals on the slate shall address the Board of Directors for five (5) minutes followed by five (5) minutes of questions and answers. If a nominee is unable to attend the Board of Directors meeting, either in person or via electronic/telephonic means, he/she may designate a member of the Board of Directors to read a prepared statement on his/her behalf but no questions and answers shall follow for that candidate.
7. After all individuals have made presentations, the Board shall deliberate on the qualifications of those individuals on the slate.
8. Votes shall be taken by secret ballot to achieve a rank order of the candidates to fill the number of slots on the ballot determined in step #5 above.
 - a. A majority of those present and eligible to vote is required for a candidate to be placed on the ballot.

- b. Approval plurality voting (vote for all whom you approve of) shall be used for any vote with three or more candidates. Selection plurality voting (vote for one only) shall be used for any vote with less than three candidates.
- c. Individual(s) receiving the most votes, up to the number determined in step #5, shall be placed on the ballot.
- d. If the slate to be presented to the membership cannot be determined due to a tie, a vote shall be taken to break the tie.
- e. If the number of candidates receiving a majority is not sufficient to populate the slate as determined in step #5, the Board of Directors shall revisit step #5. Should it be agreed that the number of slots as originally determined stands, the remaining candidates shall be voted on until the slate is complete.

SECTION 14 – IEEE MAILING LISTS AND ROSTERS

14.1 Use and Control of IEEE Mailing Lists

IEEE membership mailing lists, whether obtained through IEEE Headquarters or through any IEEE organizational unit, may be used only in connection with normal IEEE sponsored activities and may be used only for such purposes as are permitted under the New York Not-For-Profit Corporation Law. They may not be used for campaigning in connection with any office within the IEEE, or for political purposes, or for commercial promotion, except as explicitly authorized hereunder in Section 14.1.I. Any requests to Headquarters for a mailing list shall state the purpose for which the listing is to be used. A request for an exception to the above rule or for billing at member/in-house rates (except as provided in Sections 14.1.I) must be submitted to the IEEE Executive Director.

- A. IEEE membership lists may be assembled on a geographical basis (e.g., Sections or Regions), technical basis (e.g., Societies), or combinations of these two.
- B. The IEEE Executive Director shall be responsible for controlling the use of IEEE membership lists. The IEEE Executive Director may, by written memorandum, authorize one or more members of the IEEE Headquarters staff to act in his behalf, unless specifically excepted in the following paragraphs by the statement: "The IEEE Executive Director may not delegate this authority." Hereunder, when authorization is vested in the IEEE Executive Director, it is understood to include his deputies as specified above. Blanket approvals may be authorized for classes of repetitive requests.
- C. Lists prepared on cards or in strip list form may be requested by any elected or appointed officer of the IEEE or its subordinate units defined as Section, Chapter, Branch, Council, Region, Society, Committee of TAB, TAB, Publication Services and Products Board, Awards Board, or Committees of IEEE, provided:
 - 1. The list will be used only for specific administrative purposes of the IEEE or its subordinate units (including recruitment of members, Chapter organization, etc.);
 - 2. The IEEE Executive Director approves.
- D. Geographical lists, in label form, including geographical technical lists, may be requested by any elected or appointed officer having cognizance of the geographical area covered by the requested lists or by the IEEE Executive Director. The IEEE Executive Director shall verify the validity of the request before processing it.

Example: A Section Secretary may order any list or combination of lists involving only members of the Section. These lists may not subsequently be transferred to any outside organization (unless all provisions of the applicable policy on outside usage have been complied with fully, and only upon written approval of the IEEE Executive Director).

- E. Technical lists in label form may be either the specific lists of Society members or the more general lists based on the IEEE survey of interest:
 - 1. Each Society list may be used freely by that Society, for its own purposes, as the President or his designated alternate may request, except that a Society may not procure a list and subsequently transfer it to an outside organization for non-IEEE use (unless all the provisions

of the applicable policy on outside usage have been complied with fully, and only upon written approval of the IEEE Executive Director).

2. A Society list, or any part thereof, may be released to another entity only with the approval of the IEEE Executive Director.
 3. The portion of the IEEE Technical Interest Profile (T.I.P.) list that is directly related to the technical field of a Society may be utilized by the Society in accordance with Section E(1) above.
 4. Use of the IEEE T.I.P. list, other than as provided in Sections D and E(3), shall be administered by the IEEE Executive Director.
- F. The internal IEEE use of lists assembled on a basis other than geographical and/or technical shall be under the sole administrative control of the IEEE Executive Director. Example: A list assembled on the basis of grade of membership, or on the basis of service on particular committees, whether to be used for administrative or mailing purposes, shall require the approval of the IEEE Executive Director for its preparation and distribution.
- G. Any member may have his or her name removed from mailing lists provided in accordance with this Statement, upon notification addressed to the IEEE Executive Director.
- H. Nothing in this policy shall be construed as limiting the use of IEEE membership lists by the IEEE Headquarters staff in the fulfillment of approved staff housekeeping responsibilities for IEEE.
- I. Candidates whose names appear on a slate which is part of the IEEE Annual Election may have their candidate statements distributed to the pertinent electorate using an IEEE mailing list via electronic distribution means determined and coordinated by IEEE Corporate Governance staff under the following conditions:
1. All candidates for the same position are granted the same opportunity to use the same communication vehicle.
 2. Candidates shall not have access to the mailing lists of the electorates.

The provisions in this section for candidates in the IEEE Annual Election are extended to initiators of Constitutional Amendments.

- J. IEEE mailings lists may not be used by IEEE Annual Election candidates or initiators of Constitutional Amendments for election campaign purposes.

14.2 IEEE Membership Lists Requested by Outside Organizations

- A. IEEE membership lists may be assembled on a geographical basis (e.g., Sections or Regions), technical basis (e.g., Societies), or combinations of these two.
- B. The entire IEEE membership list in any form may be released to an outside entity only with the specific approval of the IEEE Executive Director. The IEEE Executive Director shall report any such release to the IEEE Board of Directors.

- C. Requests for labels by tax-exempt institutions and organizations, as defined in Sections 501 of the 1954 IRS Code, may be honored, provided:
 - 1. The requesting entity shall have pledged that the list will be used only for mailing purposes (defined as per their request) and that procedures satisfactory to the IEEE Executive Director will safeguard the sanctity of the list. When feasible, mailings shall be handled through the facilities at IEEE Headquarters.
 - 2. Responsible IEEE officers or staff shall review each case and recommend approval to the IEEE Executive Director.
 - 3. The rate charged to outside organizations shall be established by the IEEE Executive Director.
- D. Requests by institutions and organizations other than those specified in Section C above shall be referred to the IEEE Executive Director.
- E. If IEEE is a co-sponsor of an activity with outside nonprofit organizations, lists in support of that activity may be obtained by the IEEE co-sponsoring organizational unit in accordance with Policy Statement 14.1. The rate shall be that charged outside nonprofit organizations unless the IEEE co-sponsor negotiates a lower rate, which in no case may be less than the internal rate applicable in 14.1 above. If any organizational unit cooperates in an activity sponsored by an outside nonprofit organization, paragraph 14.2.C shall apply and the statement of cooperation shall be deemed to have fulfilled the requirements of subparagraph 14.2.C.2.

14.3 Use of IEEE Mailing Lists for Educational Purposes

IEEE mailing lists can be made available to educational institutions for purposes consistent with the aims of IEEE. Lists will be released only with the approval of appropriate authorities, as follows: in the case of a Society mailing list, upon the recommendation of the Society President or the IEEE Executive Director; a Section mailing list, upon recommendation of the Section Chair or the IEEE Executive Director; a Region mailing list, upon the recommendation of the Regional Director or the IEEE Executive Director. Rates are established by the IEEE Executive Director.

14.4 Non-Members on Section Mailing Lists

On the recommendation of the Section Chair, the Chair of the Section Membership Development Committee (in those Sections in which one exists), or the Section officer assigned the responsibility for membership promotion, the name of a non-IEEE member may be added to the mailing list to receive notices of Section activities. The name shall be added initially for a period of six months, with provision for one extension of an additional six months period of time. If the individual has not applied for membership by the end of this one year period, his/her name shall be removed from the mailing list with the provision that it not be added as a non-member for the next three years. In addition to those non-IEEE members who receive Section notices in accordance with the foregoing paragraph, on the recommendation of the Section Chair and the approval of the Regional Director, there may also be included individuals whose positions in the community make it desirable for them to be kept informed of IEEE activities. The Section Chair should report annually to the Regional Director concerning names on the Section mailing list which are in this category, and in the process of adding new names, as well as in the annual reporting, a brief statement should be provided justifying the inclusion of each name.

14.5 Commercial Use of IEEE Mailing Lists

The IEEE advertising sales program may include the rental of lists for commercial purposes under terms and at rates established by the IEEE Executive Director. Approvals for Society lists and/or geographical lists shall be handled in accordance with Statement 14.1.

14.6 Section Rosters with Company Affiliations

A Section is authorized to print a roster of its membership including the members' company affiliations and to accept advertising in the roster. The publication shall not be undertaken without the approval of the Section membership through a suitable voting process and the approval of the membership shall be reaffirmed annually. The decisions concerning the format of the roster and pricing considerations shall be the responsibility of the Section Executive Committee. Such Section rosters should not be issued more than once a year.

14.7 Telemarketing

1. Telemarketing efforts by IEEE vendors to IEEE members require the approval of the IEEE Executive Director. Any such request shall be for the purpose of promoting IEEE-produced or contracted products and services only and shall clearly specify the benefit to IEEE of the telemarketing campaign.
2. Telemarketing efforts shall be authorized on a case-by-case basis. Each approval shall take into consideration the impact on a member of more than a minimum number of telemarketing contacts and must provide some explicit means of eliminating from any campaign those members who have requested not to be contacted.
3. Authorization for telemarketing by IEEE vendors shall be provided to such vendor in writing.

SECTION 15 – EXTERNAL COMMUNICATIONS ON PUBLIC POLICY

15.1 Objectives

IEEE recognizes the importance and imperative of contributing to the development of public policy and has established the nature, scope, and limitations of such engagement in IEEE Bylaw I-311. This Section of IEEE Policies defines appropriate IEEE External Communications on public policy, describes their nature and use, and specifies the processes for their approval, communication and maintenance. Additional information pertinent to the operations of the IEEE Global Public Policy Committee and IEEE Organizational Units engaging in public policy activities is contained in their Operations Manuals.

15.2 Scope

IEEE's external communications on public policy shall fall within the scope of the mission, purposes and fields of interest stated in the IEEE Constitution, Bylaws and associated governing documents referenced below. External communications on public policy by IEEE organizational units must additionally fall within the scope of their assigned mission, geographic boundaries and/or subject-matter expertise.

<u>IEEE Constitution</u>	ART I, SEC 2 (Purposes of IEEE)
<u>IEEE Bylaw I-311</u>	IEEE PUBLIC POLICY-RELATED ACTIVITIES This IEEE Bylaw provides the authorization for IEEE to engage in public policy activities.
<u>IEEE Bylaw I-305.11</u>	THE IEEE GLOBAL PUBLIC POLICY COMMITTEE This IEEE Bylaw specifies the Mission, Duties and Membership of the IEEE Global Public Policy Committee.
<u>IEEE Bylaw I-107</u>	ORGANIZATIONAL UNITS DEFINED; HIERARCHY, STRUCTURE AND MEMBERSHIP TYPES This Bylaw provides the definition of "IEEE Organizational Units" used in this Section of IEEE Policies.
<u>IEEE Bylaw I-104.11</u>	The IEEE-designated Fields
<u>Operations Manuals</u>	

Copies of IEEE's governing documents are available at
<http://www.ieee.org/about/corporate/governance/index.html>

15.3 Technology Policy Whitepapers by IEEE and its Organizational Units

- A. **DEFINED: A Technology Policy Whitepaper** is a policy document that provides technically sound and balanced information relevant to a public policy issue(s) but does not make policy recommendations.

The purpose of a Technology Policy Whitepaper is to inform policy-makers and the public about technological implications and options relevant to particular public policy issues. It may identify risks/benefits and pros/cons associated with the relevant public policy options, but shall not include specific policy recommendations, endorsement of specific legislation or regulatory proposals, or advocacy of a particular position or outcome. A technical information statement or technology assessment prepared for a policy-making body or process is a form of Technology Policy Whitepaper.

- B. Technology Policy Whitepapers may be developed and issued by IEEE or by IEEE Organizational Units.
1. **IEEE Technology Policy Whitepapers** must be approved by the IEEE Board of Directors. The IEEE Board may delegate responsibility for developing and/or approving IEEE Technology Policy Whitepapers on particular topics to the IEEE Global Public Policy Committee.
 2. **Organizational Unit Technology Policy Whitepapers** shall fall within the scope of the Organizational Unit's assigned mission and subject matter expertise. Each Organizational Unit may determine its own process for development and approval of Whitepapers, which shall be specified in its Operations Manual and which shall include the requirement that they must be approved by the formally constituted governing body of the Organizational Unit.

Prior to being issued, all Organizational Unit Technology Policy Whitepapers shall be reviewed by the IEEE Global Public Policy Committee using criteria outlined in Section 15.6 of IEEE Policies and any issues arising from that review must be resolved.

15.4 Public Policy Position Statements by IEEE and its Organizational Units

A. IEEE Public Policy Position Statements

1. **DEFINED:** An **IEEE Public Policy Position Statement** is a definitive statement of IEEE's corporate position on a matter of public policy, adopted by the IEEE Board of Directors.
2. IEEE Public Policy Position Statements may not be contradicted by Public Policy Position Statements or Policy Communications by IEEE Organizational Units.
3. IEEE Public Policy Position Statements shall be prepared with appropriate consideration of the diverse perspectives of IEEE members with expertise in the field of the Statement. IEEE Public Policy Position Statements may address a topic in detail, but will more commonly address a policy issue broadly, thus providing the opportunity for Organizational Units to provide greater detail or local perspective on the issues addressed.
4. IEEE Public Policy Position Statements may be proposed by any member of the IEEE Board of Directors, by the IEEE Global Public Policy Committee, or by any IEEE Major Organizational Unit.
5. There shall be a class of IEEE Public Policy Position Statements, known as **IEEE Core Public Policy Position Statements**, which are deemed by the IEEE Board of Directors to be of such fundamental importance that they are adopted as IEEE Policies and remain in effect until modified or deleted.

B. IEEE Organizational Unit Public Policy Position Statements

Consistent with IEEE Governing Documents cited above, an IEEE Organizational Unit is a formally constituted body within IEEE that has an approved Charter and/or scope and has a formal place within the hierarchical structure of IEEE. It is understood that the word "Organizational Unit" as used in these guidelines will be replaced by the actual name of the organizational unit in the actual position document developed.

1. **DEFINED:** An **IEEE Organizational Unit Public Policy Position Statement** is a statement of the position of an IEEE Organizational Unit on a matter of public policy that falls within its recognized geographic, technical or business scope.
2. Where an IEEE Public Policy Position Statement exists on a particular subject, any related Organizational Unit Policy Position Statement is subordinate to, and must be consistent with, the relevant IEEE Policy Position Statement, but may extend or expand upon the latter in application to the geographic or technical domain of the Organizational Unit.
3. Prior to being issued, all Organizational Unit Public Policy Position Statements shall be reviewed by the IEEE Global Public Policy Committee using criteria outlined in Section 15.6 of IEEE Policies, and any issues arising from that review must be resolved.
4. Each Organizational Unit may determine its own process for development and approval of Organizational Unit Public Policy Position Statements, which shall be specified in its Operations Manual, subject to the minimum requirement that all Organizational Unit Position Statements must be approved by the formally constituted governing body of the Organizational Unit. Major Organizational Units may place additional requirements on the processes of their subordinate Organizational Units.
5. The name of the Organization Unit responsible for the Public Policy Position Statement shall be included in the Statement, along with the date of its approval by the governing body. Each organizational unit position statement shall also contain the following disclaimer at the close of the formal statement and before any background or attached materials: *"This statement was developed by the [insert name of IEEE organizational unit] and represents the considered judgment of a group of IEEE members with expertise in the subject field. The positions taken by [insert name of IEEE organizational unit] do not necessarily reflect the views of IEEE or its other Organizational Units."*

15.5 Policy Communications by IEEE and its Organizational Units

- A. **DEFINED:** A **Public Policy Communication** is a public statement, typically in the form of a letter, testimony, speech or public remarks, media release, or response to a request for public comment that discusses or describes the position or recommendation of IEEE or an IEEE Organizational Unit on a matter of public policy.
- B. Public Policy Communications may be prepared and disseminated by the IEEE Board of Directors and IEEE Organizational Units subject to the conditions specified herein.

- C. All Public Policy Communications shall be based on approved IEEE or IEEE Organizational Unit Public Policy Position Statements, shall be consistent with relevant IEEE Technology Policy Whitepapers where they exist, and shall be explicit in whether they reflect the position of IEEE or an IEEE Organizational Unit. In exceptional circumstances the requirement that a Public Policy Communication be based on a previously approved Position Statement(s) may be waived by the IEEE President and/or the Chair of the Global Public Policy Committee, or by the chief officer of the Organizational Unit's formally constituted governing body for organizational unit policy communications, upon good justification and prior review of the proposed communication.
- D. IEEE Public Policy Communications shall be approved by the IEEE President, or the Chair of the Global Public Policy Committee. Public Policy Communications by IEEE Organizational Units shall be approved by the chief officer of the Organizational Unit's formally constituted governing body.
- E. IEEE and/or an IEEE Organizational Unit may join with other (non-IEEE) organizations in communicating a shared position on public policy, as long as the shared position is consistent with all relevant Public Policy Position Statements of IEEE and the Organizational Unit.
- F. Amicus Curiae Briefs and other Policy Communications of a legal nature are specialized communications that must adhere to the specific content, process and review requirements outlined in IEEE Policies, Section 7.9.

15.6 Criteria for Review by the IEEE Global Public Policy Committee

When reviewing proposed Organization Unit Technology Policy Whitepapers and Position Statements, as described in this Section of IEEE Policies, the Global Public Policy Committee will consider the following criteria:

- Whether the document conflicts with any current IEEE Whitepaper, Position Statement or policy adopted by the IEEE Board of Directors.
- Whether the document raises matters of significant corporate concern or that impinge on corporate business interests that warrant review by the IEEE Board.
- Whether the document addresses matters of a legal nature that warrant review by IEEE corporate counsel.
- Whether the subject and proposed distribution of the document falls within the geographic and subject-matter jurisdiction of the originating Organizational Unit.
- Whether the document raises matters of joint concern to other IEEE Organizational Units with an interest in the subject matter that would warrant referral to those units for review and coordination.
- Whether the document presents its findings, recommendations, or conclusions, and the basis thereof, in a clear and professional manner.
- Whether the originating Organizational Unit has followed its own internal procedures and processes for development, review and approval of the document.

- Whether the document follows applicable IEEE formatting and identity policies and guidelines, including correct use of IEEE and entity logos.

15.7 Consideration of Minority Views

IEEE's public policy processes shall provide appropriate consideration of the diverse perspectives of IEEE members affected by the proposed policy and/or with expertise in the subject field. IEEE's objectives are best pursued when positions reflecting the broadest possible consensus can be articulated. In the absence of broad consensus on a particular position, it should normally be the practice of IEEE and its Organizational Units to refrain from issuing position statements and/or policy communications unless the contrary views of a significant minority of members are acknowledged in the statement or communication. In such instances, IEEE and its Organizational Units should consider developing Technology Policy White Papers as an alternative.

15.8 Public Availability

Final versions of all IEEE and IEEE Organizational Unit Position Statements, Whitepapers, and Policy Communications shall be submitted as soon as possible after final approval and release to the IEEE Global Public Policy Committee for posting on a freely accessible repository on the IEEE Web Site.

15.9 Annual Review and Expiration

IEEE and IEEE Organizational Unit Position Statements and Technology Policy Whitepapers should be reviewed annually by their originating entities for continued relevance and accuracy, and updated or withdrawn as appropriate.

Except as provided below, all Position Statements and Whitepapers expire on December 31 following the third anniversary of their approval or most recently approved update.

- IEEE Core Public Policy Positions are not subject to automatic expiration.
- When deemed advisable, a specific expiration date or condition may be adopted by the approving entity and affixed to the Position Statement or Whitepaper.

Copies of withdrawn policy documents will be archived and maintained as historical records.

15.10 Policy Communications by Individual IEEE Members

IEEE members shall not purport to speak on behalf of IEEE or its Organizational Units on matters concerning public policy unless authorized by the relevant IEEE authorities.

IEEE members are encouraged, as private citizens, to engage in policy-related activities, including communications with government officials on their own behalf, and may make use of approved IEEE and IEEE Organizational Unit Whitepapers, Position Statements and Policy Communications, as long as they make it clear that they are not personally representing IEEE. While engaged in such activities, members may indicate their IEEE membership and volunteer status.

15.11 OU Public Policy Processes and Operations

Consistent with applicable IEEE Bylaws and Policies, IEEE Organizational Units may establish internal requirements and processes regulating their public policy communications and the related activities of their subordinate Organizational Units.

SECTION 16 – APPLICATIONS FOR MEMBERSHIP, BILLING AND RENEWALS

16.1 New Applicants Schedule

An applicant for IEEE membership shall pay annual dues, and any assessments, with the application submitted. Sponsors of membership applications are encouraged to make such payments when practical to avoid a delay in effective membership as defined in Bylaw I-106.4. Should an application fail, the sum remitted with the application shall be refunded in full.

For new memberships and subscriptions, all applicable dues, assessments and fees shall apply as follows:

If payment is received in the period 16 August to 31 December, inclusive, membership shall continue until 31 December of the following year.

If payment is received in the period 1 January to the last day of February, inclusive, membership shall continue until 31 December of the current year.

If payment is received in the period 1 March to 15 August, inclusive, the dues and assessment, if any, payable shall be one-half of the annual dues and assessment, if any, and membership shall continue until 31 December of the current year.

16.2 Membership Categories; Reduced and Waived Dues/Fees

In accordance with IEEE Bylaw I-102, the requirements to qualify for special categories of membership as well as for any related reduction or waiver of dues, assessment and fees are provided below.

1. Reduced Dues, Assessments and Fees for Minimum Income, Retired and Unemployed Members. Members qualifying for the Minimum Income, Retired, and Unemployed categories of membership may apply for a 50% reduction in IEEE dues, assessments, Society dues, Society periodicals fees, Women in Engineering dues, and, for a two-year period beginning in March 2012 through March 2014, Standards Association individual membership dues. The reduced payments may not be made in installments. Members qualifying under these categories shall not receive any further reduction of dues and fees under any other special program.
 - A. Minimum Income -- The category "Minimum Income" shall be applied to a member or to an applicant for membership above the grade of Student, who submits satisfactory evidence annually to IEEE Headquarters that the member's annual income for the prior year did not exceed the minimum income level. The minimum income level shall be 100 times the amount of the basic IEEE dues. For purposes of this Policy, "annual income" shall mean a member's gross, unadjusted income including the value of all benefits and services from any source, as distinguished from taxable income.

- B. Retired -- The category "Retired" shall be applied to a member or to an applicant for membership above the grade of Student or Graduate Student Member age 62 or older who is not gainfully employed and does not qualify for Life Member status.
- C. Unemployed -- The category "Unemployed" shall be applied to a member or to an applicant for membership above the grade of Student or Graduate Student Member who (1) has become involuntarily unemployed and is seeking employment, or (2) has become voluntarily unemployed for reasons of raising children. A statement of continued unemployment shall be provided with each annual dues payment. In the case of voluntary unemployment, the provisions of this Policy shall not exceed four years.
2. Electronic Membership. Electronic Membership shall be offered to those members of Associate Member, Member, Senior Member or Fellow grade who reside in countries with Gross National Income per capita (GNI/Capita) equivalent to USD 15,000 or less, based on the most recent three-year average GNI/Capita as provided by the World Bank. The GNI/Capita base equivalent of USD 15,000 shall be adjusted tri-annually beginning with the 2019 calendar year to reflect the change in the three-year average of GNI as provided by the World Bank. All fractional amounts shall be rounded to the nearest whole dollar.
- Members who qualify and select Electronic Membership shall be provided digital copies of or electronic access to all the offerings and products provided to full dues paying members, with the exception of the IEEE annual election materials which shall be provided in paper.
- The IEEE dues for higher grade members who qualify and select Electronic Membership shall be eighty dollars (USD 80). IEEE dues for undergraduate Student Members shall be fourteen dollars (USD 14). IEEE dues for Graduate Student Members shall be twenty-seven dollars (USD 27). The dues shall be reduced to twenty-nine dollars (USD 29) for higher grade members, and five dollars (USD 5) for undergraduate Student Members if their country is listed on the World Bank list of Low-income economies. Using these amounts as a base, Electronic Membership dues shall be adjusted annually to reflect the change in the three-year average of the minimum for each year of the following consumer price indices of the Advanced Economies, the World, the U.S., and the Emerging and Developing Economies as published by the International Monetary Fund from such average in the preceding year. All fractional amounts shall be rounded to the nearest whole dollar. The IEEE dues for members who qualify and select Electronic Membership shall not be subject to any further reduction or waiver.
3. Permanently Disabled Member - Dues Waived. The category "Permanently Disabled" shall be applied to a member who has a medically determinable physical or mental impairment which (i) renders the individual incapable of performing any substantial gainful employment, (ii) can be expected to be of indefinite duration or result in death, and (iii) is evidenced by a certification to this effect by a doctor of medicine approved by the IEEE Executive Director. The IEEE Executive Director shall determine the date on which the permanent disability shall have occurred if such determination is necessary. The IEEE dues and assessments, if any, shall be waived for those members who become permanently disabled.
4. Exceptional Circumstances - Dues Waived. Under exceptional circumstances as provided for in the Constitution, such as inability of a member to remit dues due to wartime conditions, the Board of Directors may, if it waives dues, also declare that during the period of such waiver the member has maintained continuous membership. The waiver shall apply to Society dues, and the continuity of

membership during the waiver period shall apply to Society memberships held at the beginning of that period.

16.3 Advance Payment Dues

Any full-dues paying member above Graduate Student Member grade may elect to pay IEEE dues, assessments, and Society dues in advance at the annual rate in effect at the time of payment. The years for which dues and fees have been paid in advance shall be immediately credited to the record of the member in determining his/her eligibility to the designation of Life Member as provided in Bylaw I-102.2. No refund will be made of dues or fees paid in advance.

16.4 Membership Billing, Termination, and Reinstatement

1. Membership Dues Period - Billing Cycle. In accordance with IEEE Bylaw I-108.4, the membership year shall be 1 January through 31 December. A bill covering dues, applicable assessments, and fees shall be mailed to every member not later than the beginning of the membership year. Such bills shall be mailed to the member's last known address on record at the IEEE.
2. Reinstatement of Membership. To reinstate membership, an individual whose membership has been terminated due to the failure to meet the monetary obligations required for membership shall apply for reinstatement and meet the obligations of membership as defined in the IEEE Bylaws. Membership may be reinstated with no loss of continuity of membership upon payment of all dues and applicable assessments covering the period in which membership had been terminated. Membership may be reinstated without continuity of membership upon payment of dues and applicable assessments for the then current membership year. Upon reinstatement of membership, a member shall be entitled to all the rights, privileges, and services and publications associated with his/her grade from and after the date of reinstatement.
3. Periodicals Resumption. Upon reinstatement of membership a member shall be restored to the publication mailing list and receive all issues of IEEE publications to which he/she is entitled from and after the date of reinstatement. Publications that he/she would normally have received had his/her membership status been continuous shall be considered forfeited. However, upon written request these will be supplied if available.

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IEEE Signal Processing Society

Bylaws

Amended 13 October 2023 – Board of Governors

Approved 20 December 2023 – Vice President, Technical Activities

Effective Date of Amendments – 20 December 2023

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100.0 MEMBERSHIP.

101. Grades. (amended 26 September 2019)

1. Recognized Society membership grades are:
 - a. Member
 - b. Affiliate
 - c. Associate
 - d. Graduate Student Member
 - e. Student.

IEEE members of any grade will become members of the Society upon application and payment of the Society membership fee. Special categories of members may be designated in accordance with IEEE rules and procedures.

2. The term “member,” when printed without an initial capital, where used in these Bylaws, refers to all grades of membership.

102. Rights and Privileges. (amended 26 September 2019)

1. Member. A Member of the Signal Processing Society shall hold the grade of Member, or higher grade, in the IEEE. A Member shall have the right to vote in general elections and to run for Society office in accordance with these Bylaws.
2. Affiliate. An Affiliate shall not be a member of IEEE but shall, by payment of appropriate dues and fees, qualify for Society membership. Society Affiliate membership may be based on membership in other organizations or IEEE societies that have been recognized for affiliation purposes by specific action of the Society’s Board of Governors (BoG). An

Affiliate has the rights and privileges of a Society Member. An Affiliate may serve in an appointive capacity that does not require IEEE membership as a prerequisite.

3. Associate. An Associate shall be a member of the IEEE and shall pay appropriate IEEE and Society dues and fees. An Associate shall have the right to vote in Society general elections and shall have the rights and privileges of a Society Member, except the right to serve in an elective capacity.
4. Graduate Student. Graduate Student grade is open to IEEE Graduate Student Members. Graduate Student Members shall have the rights and privileges of Members.
5. Student. Student grade is open to IEEE Student Members. Student Members shall have the rights and privileges of the Member grade, except the right to vote in Society elections, nor may they serve in an elective or appointive capacity for other than Student activities.

103. Application and Admission. Each application for admission to membership or for transfer to a different grade of membership, shall include sufficient evidence of eligibility, in addition to meeting the requirements for admission or upgrade as provided in the IEEE bylaws.

200.0 ORGANIZATION.

201. Officers. (amended 20 October 2022) The Officers of the Signal Processing Society shall be: the President, the President-Elect, and the Vice Presidents.

1. President. The President is responsible for carrying out the strategic plans and policies as established by the Board of Governors and reports to the Board of Governors. The President chairs the Board of Governors and the Executive Committee. The President shall call an Annual Meeting of the Board of Governors.

The President also shall represent the views of the Society's leadership as a voting member of the IEEE Technical Activities Board (TAB) or other IEEE major boards, and shall serve on committees of TAB or other IEEE major boards, as elected or appointed. In the event the President shall not be able to attend a meeting of an IEEE entity to which the President has been appointed, the Society may send an alternate provided that the IEEE Bylaws permit an alternate. If the IEEE Bylaws do not specifically state who shall be permitted to serve as alternate on behalf of the SPS President, each year the President will select and inform TAB who shall serve as the President's alternate for that year. The alternate will be an Officer of the Executive Committee.

The President is the only Society Officer empowered on behalf of the Board of Governors, to engage other IEEE Societies or organizations in discussions regarding partnerships that affect the Society and/or its products and services.

2. President-Elect. (amended 20 October 2022) The President-Elect shall chair the TC Review Committee and the Long-Range Planning and Implementation Committee, as well as act as the Society's treasurer. The President-Elect shall be responsible for preparation of Society budgets, monitoring of the Society's expenses, surpluses, and investments and shall act as liaison to the Board of Governors on all Strategic and Long-Range Planning activities. The President-Elect has the direct overall responsibilities for the development, design, operation, and improvement of the Society's long-range planning, technical committee reviews, and the Society's finances and reports to the President.
3. Vice President-Membership. (amended 26 September 2019) The Vice President-Membership shall chair the Membership Board and shall act as liaison to the Board of Governors for the activities of the Membership Development Committee, Student Services Committee, Women in Signal Processing Committee and the Young Professionals Committee of the Membership Board. The Vice President-Membership has the direct overall responsibilities for the development, design, operation, and improvement of the Society's membership and reports to the President.
4. Vice President-Conferences. The Vice President-Conferences, shall chair the Conferences Board and shall act as liaison to the Board of Governors for all technical meeting activity. The Vice President-Conferences has the direct overall responsibilities for the development, design, operation, and improvement of the Society's conferences and workshops, and their proceedings and reports to the President.
5. Vice President-Publications. The Vice President-Publications shall chair the Publications Board and shall act as a liaison to the Board of Governors for the Society's magazine(s), transaction(s), journal(s), and other publications. The Vice President-Publications has the direct overall responsibilities for the development, design, operation, and improvement of the Society's magazine(s), transaction(s), journal(s), and other publications and reports to the President.
6. Vice President-Technical Directions. The Vice President-Technical Directions shall chair the Technical Directions Board and shall act as a liaison to the Board of Governors for the Technical Committee's activities. The Vice President-Technical Directions has the direct overall responsibilities for the development, design, operation, and improvement of the Society's technical committees and reports to the President.
7. Vice President-Education. (amended 6 December 2021) The Vice President-Education shall chair the Education Board and shall act as liaison to the Board of Governors for the activities of the Resource Center and SigPort. The Vice President-Education has the direct overall responsibilities for the development, design, operation, and improvement of the Society's educational activities and reports to the President.

8. Term of Office. The President-Elect, and President, shall each serve two years in office. The Vice Presidents shall each serve three years in office. None shall be eligible for reelection to consecutive terms.

9. Vacancies. Vacancies in the offices of President and President-Elect shall be handled in accordance with Bylaw 203.9.

202. Past President and Officers-Elect.

1. Past President. The Past President shall chair the Nominations and Appointments Standing Committee. The Past President shall serve two-years in office.

2. Officers-Elect. President-Elect and Vice President – Elect are referred to as Officers-Elect.

203. Board of Governors (BoG). (amended 28 July 2020) The Society shall be governed by an administrative committee which shall be referred to as the Board of Governors, and which shall consist of 23 members who shall be the seven officers of the Society elected by the Board of Governors, the nine Members-at-Large elected by the voting members of the Society (See Sections 302, 303), and six non-voting, ex-officio members, who are the Awards Board Chair, the four Regional Directors-at-Large (see Sections 305), and the Young Professionals Committee Chair. The Executive Director shall serve ex-officio, without vote. In the conduct of the Society's business, all volunteer leaders are accountable to the Board of Governors.

At the discretion of the Board, when it is not practical to meet in conjunction with one of the Society's technical meetings, and for any special meetings of the Board, a location central to the majority of the Members of the Board then serving shall be employed.

1. Annual Meeting. (amended 28 July 2020) The President shall call Annual Meetings of the Board of Governors, normally during ICASSP in the Spring and ICIP in the Fall.

2. Notice and Location of Meeting. (amended 28 July 2020) No meeting of the Board of Governors for the purpose of transacting business may be held unless each member of that Committee shall have been sent, at least 30 days prior, a meeting notice that includes the time and place of the meeting.

In order to maximize travel convenience for members of the Board, and minimize travel expense, Board meetings shall be scheduled as follows:

- a. in conjunction with the International Conference on Acoustics, Speech, and Signal Processing (ICASSP) each Spring, with the exception of any instance when, for purposes of safety of the participants, travel to the ICASSP meeting location is determined by the Board to be imprudent;

- b. whenever practicable, in conjunction with the International Conference on Image Processing (ICIP) during the Fall with the exception of any instance when, for purposes of safety of the participants, travel to the ICIP meeting location is determined by the Board to be imprudent).
3. Voting Privileges. (amended 28 July 2020) The Members-at-Large and Officers of the Board of Governors shall have voting privileges, while the Awards Board Chair, Regional Directors-at-Large, and the Young Professionals Committee Chair are non-voting members. The Awards Board Chair, the Regional Directors-at-Large, and the Young Professionals Committee Chair will not be counted to make a quorum of the Board of Governors. (IEEE Must Have) The presiding officer of the Board shall have no vote on the Board except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote. The Executive Director shall serve ex-officio, without vote.
4. Alternates. As required by New York Not-for-Profit Law, the IEEE Signal Processing Society shall conduct its business without the use of alternates, except as permitted by IEEE and specified in the IEEE Bylaws.
5. Rules of Conduct. Meetings of the Board of Governors and other entities of the Society shall be conducted in accordance with Robert's Rules of Order (Revised) except as otherwise specified in the Constitution or in these Bylaws.
6. Quorum. (IEEE Must Have) As defined in the Constitution, a quorum of the Board of Governors shall be a majority of those members having voting rights. A majority of the legal votes cast by members of the Board of Governors present at a regularly convened meeting shall be necessary for the conduct of Board business, except as otherwise provided in the Constitution or in these Bylaws.
7. Action of the Board of Governors and Committees thereof. (IEEE Must Have)
 - a. The vote of a majority of the votes of the members present and entitled to vote, at the time of vote, provided a quorum is present, shall be the act of the Board of Governors or any committee thereof.
 - b. The Board of Governors or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time.
 - c. The Board of Governors or any committee thereof may take action without a meeting if applicable (e.g., e-mail voting). An affirmative vote of a majority of **all** the voting members of the Board of Governors or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by

electronic transmission. The writings and/or electronic transmission shall be filed with the minutes of the proceedings of the Board of Governors or any committee thereof. "Electronic transmission" means any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient.

- d. Voting. Individuals holding more than one position on the Board of Governors or any committee thereof, shall be limited to one vote on each matter being considered by the Board of Governors or committee thereof.
 - e. Proxy voting is not allowed.
8. Special Meetings. Special meetings of the Board of Governors may be called by the President or by any five voting members of the Board of Governors, on notice to all other Committee members. Notice of such special meetings giving: the time and place of the meeting, the purpose of the meeting, and the name(s) of the convener(s) shall be mailed to all Board members not less than 20 days before the date set for the special meeting.

The Board may also conduct business by conference call meeting. A quorum of the Board must participate in the call and must be present at the start of the meeting. Conference call meetings may be employed to resolve a single issue in an emergency on matters that the Board has specifically reserved for its own consideration or on matters of policy. In all other cases, the Executive Committee is empowered to act on behalf of the Board between face-to-face meetings. A notice of at least 24 hours is necessary for a conference call meeting of the Board with such need established by the President and at least two other voting members of the Board.

9. Vacancies. (amended 20 October 2022)
- a. President. The incumbent President-Elect shall assume the duties of the President should the Presidential office become vacant, thereby vacating the office of President-Elect. Having served the remainder of the Presidential term, and the term to which the President has been elected, the President shall serve as Past President. The Past President who is in office when the vacancy in the office of the President occurs shall serve one additional year.
 - b. Past President. The next most recently retired Past President available to serve shall fill a vacancy occurring in the office of Past President.
 - c. President-Elect. Should a vacancy occur in the office of President-Elect, the Board of Governors shall hold an election to fill the vacancy. The individual assuming the office of President-Elect shall then serve the remainder of the cycle of President-Elect, President, and Past President positions.

- d. Members-at-Large, Regional Directors-at-Large and Vice Presidents. The Board of Governors shall fill vacancies on the Board for Members-at-Large, Regional Directors-at-Large or Vice Presidents. Candidates to fill Member-at-Large or Regional Director-at-Large vacancies shall be drawn, in order of number of the next highest votes received, from the candidates in the immediate past general election who were not elected to Member-at-Large or Regional Director-at-Large. Candidates to fill vacancies of a Vice President, until an election can occur, shall have current or previous experience as Member-at-Large or past Vice President.
 - e. When a person serving in a position elected by the Board of Governors resigns from a Board/Committee of the Society, the Executive Committee fills the position with an interim appointee until a new election cycle is completed by the Board of Governors for the position. The interim appointee can run in the election.
 - f. For any circumstances that have not been foreseen in these Bylaw provisions, the Board of Governors shall fill such a vacancy.
 - g. Vacancies Caused by Non-Attendance. (amended 20 October 2022) Board members are expected to attend all meetings of the Board of Governors. A member of the Board, upon absence from the second meeting of the member's term, may be removed upon review of the reasons therefore, and subsequent vote by the Board. Vacancies created in this way shall be filled by the Board; candidates to fill such vacancies shall have previously served on the Board as Member-at-Large.
10. Compensation. (amended 20 October 2022) As provided in the Constitution, no member of the Society, including any member of the Board of Governors or its boards or committees, may derive any income from their participation in Society activities, except if that individual shall be an employee of the Society carried on the payroll of the IEEE.
11. Reimbursement of Member Travel Expense. Participation in Society activities as a volunteer leader is considered a personal commitment. The Society may, at its discretion, provide some travel assistance, which shall follow the guidelines detailed in the Policy and Procedures Manual.
204. Executive Committee. The Executive Committee shall make rules and regulations that may be deemed proper to its own governance and for the transaction of business of the Society. At all times between meetings of the Board of Governors, the Executive Committee shall have the powers and duties of the Board except for those matters not permitted to be delegated by the Constitution or these Bylaws, or for matters the Board of Governors has expressly reserved to itself. The Executive Committee also shall have operational responsibility for the Society's finances. The exercise of the powers and duties of the Board by the Executive Committee may:

1. be overruled by the Board of Governors by majority vote at any meeting;
 2. be suspended, by a two-thirds vote of the Board of Governors, until such time as the Bylaws conferring power on the Executive Committee are amended; and
 3. be directed by the Board of Governors in any action or plan.
- a. Composition. The Executive Committee shall comprise the President, the President-Elect, the Vice Presidents elected by the Board of Governors and the Executive Director (ex-officio without vote). The President shall be the chair with a Secretary pro tem named for the meeting by the Chair.
 - b. Meetings. Meetings of the Executive Committee shall be held in Executive Session and may be called, on 7 days' notice, by the President. The Executive Committee may also meet and act upon the vote of its members through any means of communication. Actions taken under such conditions shall require a majority vote, provided a quorum of the Executive Committee participates.
 - c. Minutes. Minutes of Executive Committee meetings shall be distributed to all members of the Board of Governors.
 - d. Quorum. A majority of the voting members of the Executive Committee shall constitute a quorum.
 - e. Proxies. The Executive Committee may not employ proxy votes.
 - f. Conduct of Business. The Executive Committee may divide its duties among its members and conduct its business as it finds necessary. In addition, the President may appoint such ad hoc committees as may be required from time to time.
 - g. Liaison to the Board of Governors. (amended 18 May 2019) The members of the Executive Committee shall provide liaison to the Board of Governors for the major boards, Standing Committees, the Technical Committees, and other activities of the Society as follows:

President:	Executive Committee; Awards Board; Nominations and Appointments Committee; Staff Activities, IEEE TAB Activities
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President-Elect:	Long-Range and Strategic Planning Activities; TC Review Committee; Oversight of Board and Executive Committee Minutes
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Vice President-Education:	Education Board
Vice President-Membership:	Membership Board and its Committees
Vice President-Conferences:	Conferences Board
Vice President-Publications:	Publications Board
Vice President-Technical Directions:	Technical Directions Board

Society liaisons to other entities shall report through the appropriate Vice President (e.g., representatives to joint publications would report via the Vice President-Publications).

205. Removal and Suspension.

1. Removal of a Member-at-Large or Regional Director-at-Large of the Board of Governors. A Member-at-Large or Regional Director-at-Large of the Board of Governors may be removed from office, with or without cause, either:
 - a. by the affirmative vote of two-thirds majority of the members of the Board of Governors; or
 - b. the receipt by the Society's office of a petition signed by at least 10% of the total number of voting members of the Society moving for the removal of such Member-at-Large or Regional Director-at-Large. A ballot on such motion shall be submitted to the voting members of the Society. If a majority of the ballots cast by the voting members for or against such motion are to remove such member-at-large or regional director-at-large, the member-at-large or regional director-at-large shall be removed from such position; or
 - c. by non-attendance to Board of Governors meetings as outlined in Bylaw 203.9.F, Vacancies Caused by Non-Attendance.
2. Removal of an Officer. (amended 20 October 2022) An Officer of the Society (as that position is defined in these bylaws) may be removed from office, with or without cause:
 - a. by the affirmative vote of two-thirds the members of the Board of Governors. An Officer so removed shall be considered to be removed from all Society duties including, but not limited to, the Board of Governors, Executive Committee, the major board the Officer chairs, or as representative on behalf of the Society to any IEEE or non-IEEE activity; or

- b. the receipt by the Society's office of a petition signed by at least 10% of the total number of voting members of the Society moving for the removal of such Officer. A ballot on such motion shall be submitted to the voting members of the Society. If a majority of the ballots cast by the voting members for or against such motion are to remove such Officer, the Officer shall be removed from such position.
 - 3. Suspension from Office. (amended 20 October 2022) An Officer elected by the Society's Board of Governors may be suspended for cause from their authority to act.
 - a. Cause is defined as conduct that is determined to constitute a material violation of the IEEE Constitution, Bylaws, Code of Ethics, or of the Constitution, Bylaws, or Policy and Procedures Manual of the Society; and/or for non-fulfillment of the Officer's duties and responsibilities; and/or for other conduct that is prejudicial to the IEEE or to the Society.
 - b. Upon receipt by the members of the Board of Governors of a complaint in writing, and signed by at least three members of the Board of Governors, and that sets out with reasonable specificity the alleged conduct of the Officer occurring during the term(s) as Officer that is alleged to constitute cause for suspension of that Officer's authority to act as an Officer, such complaint shall be promptly acted on by vote of the Board of Governors. An affirmative vote of two-thirds of the members of the Board shall be sufficient for suspension.
 - c. Should the Society's Board of Governors determine that the Officer shall be suspended, the Officer's ability to act in any official capacity, or to exercise any authority, shall also be suspended within the Society and shall be reported to IEEE TAB and to IEEE.
 - 4. Notice to Board of Governors. Prior to the Board of Governors considering any removal or suspension, the Board of Governors must receive 10 days advance notice of the issue.
206. Conflict Resolution Process. (IEEE Must Have) The Society leadership will create an ad hoc committee to handle each matter requiring conflict resolution.
- 1. Composition. The composition of each ad hoc committee will include area experts. The experts should be chosen based on mediation experience or subject area experience. All members of the ad hoc committee should be non-conflicted, e.g., no prior involvement in the situation, no collegial work relationship, etc. The committee may be augmented with the agreement of all members of the ad hoc committee. The committee will select its own chair.
 - 2. Process. During the first meeting of the ad hoc committee, the committee shall create a timeline detailing the conflict resolution process, as well as determine any operational rules for the ad hoc committee's operation (e.g., length of final report; length of

statement of dissent, etc.) The individual who brought the conflict matter forward shall be informed of the timeline. All discussions and information presented to the ad hoc committee shall be handled in a confidential manner.

Decisions need not be unanimous; final outcomes may be determined by majority vote of the membership of the ad hoc committee. Dissenting members may include their dissenting opinion as part of the report; the length of such dissent will be determined as part of the committee's operational rules.

After the ad hoc committee has determined its final ruling, the ad hoc committee chair shall be responsible for preparing a short report documenting the committee's findings. The report shall be provided to the individual who brought the conflict matter forward.

3. Appeal. (amended 20 October 2022) If the individual who brought the conflict matter forward feels that the matter has not been adequately resolved by the ad hoc committee at the Society level, the individual may escalate the matter further to TAB or IEEE. The ad hoc committee report shall be shared with TAB and/or IEEE.

207. Boards and Committees. (amended 18 May 2019) The conduct of Society activities, wherever possible, shall be through voluntarily associated groups of Society members. The Board of Governors may also establish boards and committees to assist the conduct of Society activities.

The following Boards and Standing Committees shall be established by and be responsible to the Board of Governors:

Awards Board
 Conferences Board
 Education Board
 Membership Board
 Publications Board
 Technical Directions Board
 Executive Committee
 Long-Range Planning and Implementation Committee
 Nominations and Appointments Committee
 TC Review Committee.

In addition, the Board of Governors may create such ad hoc committees as may be necessary to assist the Board with short-term projects. Ad hoc committees shall have a life of one calendar year or less. Any extension beyond the end of the calendar year shall require specific action by the Board of Governors.

1. Committee Operations. Each Board and Standing Committee shall have the right to create subcommittees of its own selection. The cognizant Vice President or Executive Committee

liaison shall be an ex-officio, non-voting member of any such committees, except as otherwise specified. Voting members of all boards, standing committees and subcommittees shall be Members of the Society, unless specified otherwise. Qualified individuals who are not Members of the Society may be appointed to serve as non-voting consultants to make their expertise available to these bodies.

2. Term of Appointment and Duration. Unless specified otherwise, the term of appointment of committee members, including the chair, shall be three calendar years. However, when it is in the best interests of the Society, a committee member may be reappointed.

Unless specified, appointments shall normally be distributed to avoid termination of more than approximately one-third of the membership of any board or standing committee at the end of any calendar year.

3. Liaison Activities. In support of IEEE purposes and objectives, there may be both ad hoc and continuing working arrangements with entities of the IEEE or other not-for-profit organizations. In the event of designation by the IEEE of the Signal Processing Society, or any of its boards or committees as representatives thereof, to provide such representation, authority for actions or arrangements shall reside with the IEEE Board of Directors or the IEEE Executive Committee.

208. Awards Board. (amended 4 October 2012)

1. Duties. The Awards Board shall report directly to the Board of Governors. The functions of the Awards Board shall be to:
 - a. solicit candidates for all Society awards and prizes in accordance with the requirements for each award;
 - b. solicit nominations of candidates from among the Society's members for IEEE Fellow grade;
 - c. solicit nominations and appoint the Society's Distinguished Lecturers annually;
 - d. assist the nominations of worthy Society members for awards and recognitions that may be available from other sources outside the Society and the IEEE;
 - e. review and select best paper awards from the nominations; and
 - f. vet the major award nominations.

(approved 21 April 2018) Awards Board members sitting on Technical Committees must ensure that they do not participate in the Technical Committee award nomination or

selection process and are ineligible for awards under the purview of the Awards Board during their term on the Awards Board.

(approved 11 October 2018) The Awards Board shall vet the nominations for the major awards, so all nominations meet the specified policies, that there are no perceived conflicts-of-interest and the nominations meet the quality requirement. The vetting process also includes reducing the number of nominations, if necessary, submitted to the Board of Governors, so only a maximum of three nominations for each award presented comes forward to the Board of Governors for voting. For example, the Technical Achievement Award normally selects two recipients each year, so there should be no more than six candidates brought forward to the Board of Governors ballot for the Technical Achievement Award. The nomination list brought forward to the Board of Governors should not be reduced to the point that the Awards Board has essentially selected the awards recipients. The Awards Board will be responsible for conducting the Board of Governors balloting and managing the voting process, which is defined in the Board of Governors Awards Voting Procedures document. The Awards Board shall also be responsible for reviewing and finalizing award citations.

Nominations and endorsements for awards and recognitions on behalf of the IEEE Signal Processing Society shall be the sole purview of the IEEE Signal Processing Society Awards Board on behalf of the IEEE Signal Processing Society Board of Governors, and no other technical, administrative, ad hoc, editorial, standing, or other committee or board of the Society shall participate in such nominations and endorsements processes, except as expressly written elsewhere in these bylaws or delegated on a case by case basis by the Awards Board.

2. Composition. (amended 8 June 2020) The Awards Board shall comprise up to ten (10) members: The Chair, who shall hold the grade of IEEE Fellow and shall be appointed by the President, with the advice and consent of the Executive Committee, to serve three years, non-renewable; the Chair of the Fellow Evaluation Committee; six (6) members-at-large, each year two members will be elected by the Board of Governors from a pool of nominations, whose terms on the Awards Board may not exceed three years, non-renewable; and up to two members, who shall be appointed for one year by the Awards Board Chair, renewable once. The overall composition of the Awards Board should have a balance of regional, technical, gender, and industry/academia diversity.

To ensure the technical diversity of the Awards Board, the overall composition of the Board shall reflect the three technical clusters below, with each cluster accounting for approximately one-third of the committee's composition. The Executive Committee shall review the cluster structure every three years to keep pace with the natural evolution of the technical areas within the Society.

Cluster 1: Speech, Audio, Language, Industry Speech and Language Processing

Audio and Acoustic Signal Processing
Applied Signal Processing Systems

Cluster 2: Imaging, Video, Multimedia, Forensics

Bio Imaging and Signal Processing Technical Committee
Computational Imaging
Image, Video, and Multidimensional Signal Processing
Multimedia Signal Processing
Information Forensics and Security

Cluster 3: ML, SAM, COM, SPTM

Machine Learning for Signal Processing
Sensor Array and Multichannel
Signal Processing for Communications and Networking
Signal Processing Theory and Methods

Each year an open call for nominations for the Awards Board member-at-large positions will be held. Current members of the Board of Governors are ineligible to serve on the Awards Board. The Nominations and Appointment Committee will be responsible for vetting the candidates and the Board of Governors will elect the members-at-large. A maximum of three candidates can appear on the ballot for each member-at-large position becoming vacant.

3. Fellow Evaluation Committee. (amended 26 September 2019)

- a. Charter. The Fellow Evaluation Committee shall be responsible for evaluating nominations for IEEE Fellow and providing IEEE Judges with a critical evaluation and assessment of Nominees referred to the Society by the Nominator. The Committee's responsibilities and requirements are governed by the IEEE Fellow Committee Operations Manual.
- b. Composition. (amended 8 June 2020) The Fellow Evaluation Committee should be representative of key technical disciplines of the Society to guarantee a fair representation from the key technical disciplines of the Society, including representation from industry. The Fellow Evaluation Committee shall comprise the Chair and Vice Chair, who shall be appointed by the Board of Governors upon recommendation from the President, to serve one year terms, renewable. The Chair shall not serve more than two consecutive terms and the Vice Chair shall not serve more than three consecutive years. The remaining nine members-at-large are known as Evaluators and their terms shall be one year terms, renewable for up to three consecutive years. Members shall not serve more than five consecutive years, regardless of the position held. The Awards Board Chair shall serve ex-officio, without vote.

To ensure the technical diversity of the Fellow Evaluation Committee, the overall composition of the committee shall reflect the three technical clusters below, with each cluster accounting for approximately one-third of the committee's composition. The Executive Committee shall review the cluster structure every three years to keep pace with the natural evolution of the technical areas within the Society.

Cluster 1: Speech, Audio, Language, Industry

Speech and Language Processing
Audio and Acoustic Signal Processing
Applied Signal Processing Systems

Cluster 2: Imaging, Video, Multimedia, Forensics

Bio Imaging and Signal Processing Technical Committee
Computational Imaging
Image, Video, and Multidimensional Signal Processing
Multimedia Signal Processing
Information Forensics and Security

Cluster 3: ML, SAM, COM, SPTM

Machine Learning for Signal Processing
Sensor Array and Multichannel
Signal Processing for Communications and Networking
Signal Processing Theory and Methods

The selection and appointment of the members-at-large/Evaluators is done by the Chair with the advice and consent of the Executive Committee ensuring the appropriate cluster representation. If the Committee does not have the necessary expertise to assess the full list of nominees in a particular year, then with proper justification, up to two additional Committee members can be nominated by the Chair with the advice and consent of the Executive Committee for that evaluation cycle alone. The Chair may not serve as evaluator.

- c. Evaluation Process. (amended 20 October 2022) The Fellow evaluation process shall provide each candidate with at least five separate evaluations from the Committee. The Committee members must determine whether the work of each candidate is recognized and considered outstanding in the field of activity of the IEEE Signal Processing Society. They must also provide a succinct statement of the candidate's outstanding contribution, which qualifies the candidate for Fellow grade and must rate the candidate's contributions relative to the contributions of IEEE Fellows. This feedback is the basis in the committee determining the final ranking. The final ranking and statements for each candidate will be submitted by the Chair. The IEEE Fellow Committee Operations Manual, Forms, and Handbooks shall take precedence over the Society's governing documents for matters related to the Fellow nomination and evaluation processes.

- 4 Signal Processing Society Awards. The Society's Awards shall be:
- a. IEEE SPS Norbert Wiener Society Award. (amended 22 June 2018-TAB) The IEEE SPS Norbert Wiener Society Award honors outstanding technical contributions in a field within the scope of the Signal Processing Society and outstanding leadership within that field.
 - b. IEEE SPS Claude Shannon-Harry Nyquist Technical Achievement Award. (amended 22 June 2018-TAB) The IEEE SPS Claude Shannon-Harry Nyquist Technical Achievement Award honors a person who, over a period of years, has made outstanding technical contributions to theory and/or practice in technical areas within the scope of the Society, as demonstrated by publications, patents, or recognized impact on the field.
 - c. IEEE SPS Leo L. Beranek Meritorious Service Award. (amended 22 June 2018-TAB) The IEEE SPS Leo L. Beranek Meritorious Service Award honors contributions to the Signal Processing Society. Up to two Meritorious Service Awards may be presented annually, provided nominations meet the specific criteria.
 - d. IEEE SPS Best Paper Award. The IEEE SPS Best Paper Award honors the author(s) of a paper of exceptional merit dealing with a subject related to the Society's technical scope, and appearing in one of the Society's solely owned periodicals, irrespective of the author's age.
 - e. IEEE SPS Young Author Best Paper Award. The IEEE SPS Young Author Best Paper Award honors the author(s) of an especially meritorious paper dealing with a subject related to the Society's technical scope and appearing in one of the Society's solely owned periodicals and who, upon the date of submission of the paper, is less than 30 years of age.
 - f. IEEE SPS Signal Processing Magazine Best Paper Award. The IEEE SPS Signal Processing Magazine Best Paper Award shall honor the author(s) of a paper of exceptional merit and broad interest on a subject related to the Society's technical scope and appearing in the Society's magazine.
 - g. IEEE SPS Signal Processing Magazine Best Column Award. The IEEE SPS Signal Processing Magazine Best Column Award shall honor the author(s) of a column of exceptional merit and broad interest on a subject related to the Society's technical scope and appearing in the Society's magazine.
 - h. IEEE SPS Carl Friedrich Gauss Education Award. (amended 22 June 2018-TAB) The IEEE SPS Carl Friedrich Gauss Education Award honors educators who have made pioneering and significant contributions to signal processing education.
 - i. IEEE SPS Signal Processing Letters Best Paper Award. (approved 4 October 2012) The IEEE SPS Signal Processing Letters Best Paper Award shall honor the author(s) of a

letters article of exceptional merit and broad interest on a subject related to the Society's technical scope and appearing in the IEEE Signal Processing Letters.

- j. IEEE SPS Donald G. Fink Overview Paper Award. (amended 11 February 2017-TAB) The IEEE SPS Donald G. Fink Overview Paper Award shall honor the author(s) of a journal article of broad interest that has had substantial impact over several years on a subject related to the Society's technical scope. A paper considered for the award should present an overview of a method or theory with technical depth and application perspective. It should have a multi-year record of impact and also be relevant to current researchers and/or practitioners.
- k. IEEE SPS Sustained Impact Paper Award. (approved 6 December 2013) The IEEE SPS Sustained Impact Paper Award shall honor the author(s) of a journal article of broad interest that has had sustained impact over many years on a subject related to the Society's technical scope. A paper considered for the award should be relevant to current researchers and/or practitioners and represent at least one of the following: the paper resulted in a paradigm shift in how a particular problem is solved; the work forms the theoretical basis for much of the contemporary work in a particular field and the work introduced methods that are now broadly adopted in industry.
- l. IEEE SPS Amar G. Bose Industrial Leader Award. (approved 6 December 2014) The IEEE SPS Amar G. Bose Industrial Leader Award shall recognize an industry business or technical leader whose leadership has resulted in major and outstanding advances or new directions using signal processing technologies within the scope of the Society.
- m. IEEE SPS Industrial Innovation Award. (approved 6 December 2014) The IEEE SPS Industrial Innovation Award shall recognize an individual or team at any level who were industry employees whose technical contributions have resulted in significant advances using signal processing technologies within the scope of the Society.
- n. IEEE SPS Conference Best Paper Award for Industry. (approved 6 December 2014) The IEEE SPS Conference Best Paper Award for Industry shall recognize the author(s) of an ICIP and ICASSP/GlobalSIP paper of exceptional industrial merit and industrial impact dealing with a subject related to the Society's technical scope.
- o. IEEE SPS Meritorious Regional/Chapter Service Award. (approved 30 September 2016) The IEEE SPS Meritorious Regional/Chapter Service Award honors the outstanding contributions of any member of the Society to regional activities of the Signal Processing Society. Up to two Meritorious Regional/Chapter Service Awards may be presented annually, provided nominations meet the specific

criteria.

- p. IEEE SPS Pierre-Simon Laplace Early Career Technical Achievement Award. (amended 20 October 2022) The IEEE SPS Pierre-Simon Laplace Early Career Technical Achievement Award honors an individual who, over a period of years in one's early career, has made significant technical contributions to theory and/or practice in technical areas within the scope of the Society, as demonstrated by publications, patents, or recognized impact on the field, including but not limited to, a standard, a product, or a technology trend.
 - q. IEEE SPS Regional Distinguished Teacher Award. (approved 15 February 2019) The IEEE SPS Regional Distinguished Teacher Award recognizes individuals who have excelled in the teaching of Signal Processing.
 - r. Best PhD Dissertation Award. (approved 14 February 2020) Recognize PhD relevant work in signal processing while stimulating further research in the field.
 - s. Industry Young Professional Leadership Award. (approved 10 June 2023) This award recognizes meritorious service and leadership of IEEE SPS Industry members who are young professionals (as per IEEE definition at the time of nomination) and whose volunteer efforts have significantly benefited the signal processing community and the profession. Young Professional is a professional membership group within the IEEE, whose goal is to ease the transition of young graduates from college to professional life.
5. Appointment of Distinguished Lecturers. As detailed in the Policy and Procedures Manual, the Awards Board will vet nominations for the Society's Distinguished Lecturers and annually appoint individuals to represent the Society to travel and present lecturers at Society and other events.
 6. Creation of New Awards and Other Recognitions. Recommendations for new Society awards and other forms of recognition shall be submitted by the Awards Board to the Board of Governors for recommendation to the IEEE.
 7. Presentation of Recognitions. The awards and other recognitions of the Society shall be presented at times and places approved by the Awards Board, if not otherwise detailed in these Bylaws.

209. Conferences Board.

1. Duties. The policies and plans for technical meetings sponsored or co-sponsored by the Signal Processing Society, or in which any Society participation is involved, shall be developed, implemented, and evaluated by the Conferences Board. The Conferences Board shall, as needed, prepare recommendations for new meetings and for individuals to

manage them.

The Conferences Board shall be responsible for the coordination of all the Society's technical meeting activities and for overseeing the activities of the technical meeting organizing committees.

2. Composition. (amended 20 October 2022) The voting members of the Conferences Board shall comprise the Vice President-Conferences as chair, the Society's President-Elect; the General Chairs (preferred) or Technical Program Chairs of the immediate past and prior year's International Conference on Acoustics, Speech, and Signal Processing (ICASSP); the General Chairs (preferred) or Technical Program Chairs of the immediate past and prior year's International Conference on Image Processing (ICIP); one member named by the Vice President-Publications; four Technical Committee representatives from current or past TC Chairs, named by the Vice President-Technical Directions shall serve for up to three years, non-renewable; one member named by the Vice President-Membership and by the Vice President-Education; and up to two members-at-large appointed by the Vice President-Conferences, each serving for up to two years, non-renewable. The ex-officio, non-voting members include the Society's Executive Director, General Chairs or Technical Program Chairs of the immediate past and prior year's International Conference on Multimedia and Expo and the International Symposium on Biomedical Imaging conferences, and the following Officers: Vice President-Education, Vice President-Membership, Vice President-Publications and Vice President-Technical Directions. The ex-officio, non-voting members will not be counted to make a quorum of the Conferences Board. The Society President is, de facto, a member of all society boards and committees; however, the Society President's presence at the meeting shall not be used to constitute a quorum. The two members-at-large may not be selected from the pool of current or future ICASSP or ICIP General Chairs, preferably one member-at-large will be from industry.
3. Executive Subcommittee. (amended 25 April 2015) The Conferences Board shall be served by a subset of its membership, which shall form an Executive Subcommittee. The membership of the Executive Subcommittee shall comprise: the Vice President-Conferences as chair, the Society's President-Elect, two Conferences Board members, of which one shall represent conferences and the other shall represent the Technical Committees, each shall serve for one year and the Executive Director shall serve ex-officio, without vote.

It shall be the role of the Executive Subcommittee to review and make recommendations to the Conferences Board on any matters of interest arising from actions of the Society's Executive Committee or Board of Governors, or from the IEEE, that may affect the Society's technical meetings.

The Executive Subcommittee shall also communicate to the Society's Executive Committee or Board of Governors matters arising from the Conferences Board that are deemed of

concern to the health of the Society's technical meetings. Finally, the Executive Subcommittee shall prepare, for consideration and appropriate action by the Conferences Board, policy, procedures, and plans concerning technical meetings involving the Society.

4. Meetings. (amended 8 June 2020) Meetings of the Conferences Board shall be held in conjunction with the meetings of the Board of Governors at ICASSP in the Spring and ICIP in the Fall.
5. Travel Support. Participation on the Conferences Board shall be considered a personal commitment. Any support for travel of the voting members to meetings of the Conferences Board shall be strictly limited to that specifically detailed in the Policy and Procedures Manual.

210. Membership Board. (amended 26 September 2019)

1. Duties. The Membership Board shall:
 - a. monitor Society membership and advise the Board of Governors of trends and opportunities;
 - b. promote and foster membership development and improve membership relations;
 - c. provide liaison with IEEE membership committees, with Section and Chapter officers, and with staff;
 - d. address, proactively, the issues of Member and Student Member retention;
 - e. identify value/benefit/services to members and recommend policy/mechanism for recruiting and retaining members.
2. Composition. (amended 26 September 2019) The Membership Board shall be chaired by the Vice President-Membership. The members shall be: four Regional Directors-at-Large, Director-Student Services, Director-Membership Development, Women in Signal Processing Committee Chair, Young Professionals Committee Chair, Scholarship Committee Chair, one member named by the Vice President-Conferences, one member named by the Vice President-Education, and the President-Elect. The term of committee members shall be three years, non-renewable. The ex-officio, non-voting members include the Society's Executive Director and the following Officers: Vice President-Conferences, Vice President-Education, Vice President-Publications, and Vice President-Technical Directions. The ex-officio, non-voting members will not be counted to make a quorum of the Membership Board. The Society President is, de facto, a member of all society boards and committees; however, the Society President's presence at the meeting shall not be used to constitute a quorum.

3. Membership Development Committee. (amended 26 September 2019)
 - a. Duties. The Membership Development Committee shall identify value/benefit/services to members and recommend policy/mechanism for recruiting and retaining different segments of membership; develop programs and material to facilitate member recruiting, services and retention; maintain and develop contacts with leadership and membership constituents; oversee collection of membership data and track trends; develop campaigns and statistics for member recruitment and retention; oversee development of marketing materials, identify external audiences and how to reach them, develop content for different segments of membership for newsletter/blog, and provide proper communication channels and feedback.
 - b. Composition. The Membership Development Committee shall have six members: the Chair, Director-Membership Development, who shall be appointed by the Vice President-Membership with the advice and consent of the Executive Committee to serve three years, non-renewable, and five members appointed by the Director with the advice and consent of the Membership Board. The term of committee members shall be three years, renewable once.
4. Student Services Committee.
 - a. Duties. The Student Services Committee shall identify value/ benefit/services to Student members and recommend policy/mechanism for recruiting Student members; develop programs and material to facilitate Student member recruiting and service; maintain and develop contacts with leadership and Student membership constituents; and provide proper communication channels and feedback.
 - b. Composition. (amended 4 October 2012) The Student Services Committee shall have six members: the Chair, Director-Student Services, who shall be appointed by the Vice President-Membership with the advice and consent of the Executive Committee to serve three years, non-renewable, and five members appointed by the Director with the advice and consent of the Membership Board. The term of committee members shall be three years, renewable once.
5. Regional Activities Committee. (amended 26 September 2019)
 The Vice President-Membership shall chair the Regional Activities Committee to conduct the annual review of Chapter activities through the Chapter Certification Program with committee members consisting of the four Regional Directors-at-Large. Nominations will be reviewed by the Regional Activities Committee, which shall select the winner of the IEEE SPS Chapter of the Year Award. The Regional Activities Committee will also be responsible for the review and selection of Chapter related travel grants, as well as other programs. They shall create content for the Chapters Section of the Society Newsletter, and act as a resource for Chapter related issues.

The Regional Directors-at-Large on the Regional Activities Committee shall oversee the implementation of the Distinguished Lecturer and Distinguished Industry Programs. The

Committee shall ensure the program's sustainability and geographical diversity. The Regional Directors-at-Large shall review and approve the non-appointed Distinguished Lecturers and Distinguished Industry Speakers requests in their regional area, as well as organize and chair the Chapter Chair's Luncheon.

- a. IEEE SPS Chapter of the Year Award. (amended 20 October 2022) The IEEE Signal Processing Society Chapter of the Year Award shall be presented annually to a Chapter that has provided its membership with the highest quality of programs, activities and services and shall be managed by the Regional Activities Committee.
6. Women in Signal Processing Committee. (approved 10 March 2017)
 - a. Duties. The Women in Signal Processing Committee shall report to the Membership Board. The Women in Signal Processing Committee shall identify value/benefit/services to women members and recommend policy/mechanism for recruiting women members; develop programs and material to facilitate women member recruiting and services; maintain and develop contacts with leadership and membership constituents; and provide proper communication channels and feedback. The Women in Signal Processing Committee shall be responsible for identifying, vetting and submitting women candidates for award and board/committee nominations. The Women in Signal Processing Committee should work with the Technical Committees to create a liaison position within each of the Technical Committees to help support their efforts.
 - c. Composition. The Women in Signal Processing Committee shall have six members: the Chair, Women in Signal Processing Committee, who shall be appointed by the Vice President-Membership with the advice and consent of the Executive Committee to serve three years, non-renewable, and five members appointed by the Chair with the advice and consent of the Membership Board. The term of committee members shall be three years, renewable once.
7. Young Professionals Committee. (amended 26 September 2019)
 - a. Duties. The Young Professionals Committee shall report to the Membership Board. The Young Professionals Committee shall identify value/benefit/services to young professional members and recommend policy/mechanism for recruiting young professional members; develop programs and material to facilitate young professional member recruiting and services; maintain and develop contacts with leadership and membership constituents; and provide proper communication channels and feedback.
 - b. Composition. The Young Professionals Committee shall have six members: the Chair, Young Professionals Committee, who shall be appointed by the Vice President-Membership with the advice and consent of the Executive Committee to serve three years, non-renewable, and five members appointed by the Chair with the advice and consent of the Membership Board. The term of committee members shall be three years, renewable once.

8. Scholarship Committee. (approved 10 June 2023)

- a. Scholarship Initiative. The Scholarship Initiative is meant to generate excitement and interest in the fields of interest of the SPS. The program aims to support the needs for more signal processing expertise by providing financial support to undergraduate and graduate students committed to pursuing signal processing education, and subsequently, careers. The scholarship is meant for qualifying undergraduate and graduate students throughout all 10 IEEE Regions. The intent is not only to support potential signal processing students but generate interest and awareness among employers about the value of investing in signal processing students and potential employees as assets to their companies, organizations, and institutions.
- b. Duties. The Scholarship Committee shall report to the Membership Board. The Scholarship Committee shall a) define and enforce scholarship criteria, including technical requirements, course loads, acceptable career experiences, etc.; b) evaluate new and renewing scholarship applications; and c) solicit scholarship funding through donations to the IEEE Signal Processing Student and Young Professionals Fund.
- c. Composition. The Scholarship Committee shall have a minimum of seven and a maximum of 13 members, including the Chair, who shall be appointed by the Vice President-Membership with the advice and consent of the Executive Committee to serve three years, non-renewable. The Committee members will be appointed by the Chair and approved by the SPS Membership Board, for a term of three years, renewable once.

211. Publications Board.

1. Duties. The Society Publications Board shall develop policies and plans for the Society's publications activities; review publication page budgets; represent the Society to the IEEE and other organizations for publications matters; review proposals for new publications; and ensure the high quality of all of the Society's sponsored and co-sponsored publications.
2. Composition. (amended 20 October 2022) The voting members of the Publications Board shall comprise: the Vice President-Publications as chair; the Editor-in-Chief of each of the Society's publications and financially co-sponsored publications specified in section 602; one member named by the Vice President-Conferences and by the Vice President-Technical Directions; and the President-Elect. The ex-officio, non-voting members include the Society's Executive Director, Society representatives to other co-sponsored publications, and the following Officers: Vice President-Education, Vice President-Membership, Vice President-Conferences and Vice President-Technical Directions. The representatives to co-sponsored publications and ex-officio, non-voting members will not be counted to make a quorum of the Publications Board. The Society President is, de facto, a member of all society boards and committees; however, the Society President's presence at the meeting shall not be used to constitute a quorum.

3. Editorial Boards. (amended 25 March 2016) Each of the Society's publications shall be guided by an Editorial Board chaired by the Editor-in-Chief of the publication. The Past or Incoming Editor-in-Chief of each respective publication and the Society's Executive Director shall serve ex-officio, without vote.

The Editorial Board shall be responsible for ensuring that the publication maintains the highest quality while adhering to the publication rules and procedures of both the Society and the IEEE. Its membership shall comprise the associate editors whose terms are active. Terms of service of associate editors shall be as detailed in the "Guide for Associate Editors."

4. Meetings. (amended 8 June 2020) Meetings of the Publications Board shall be held in conjunction with the meetings of the Board of Governors at ICASSP in the Spring and ICIP in the Fall. The Publications Board may also meet in conjunction with the IEEE Panel of Editors meeting.
5. Travel Support. Participation on the Publications Board shall be considered a personal commitment. Any support for travel of the voting members to meetings of the Publications Board shall be strictly limited to that specifically detailed in the Policy and Procedures Manual. No travel support will be provided to Society representatives of co-sponsored publications to attend Publications Board meetings.
6. Society Representatives of Co-Sponsored Publications. (10 May 2014) Representatives are appointed to bring forward the Society's point-of-view, not their individual point-of-view, to the journal's Editorial Board and/or Steering Committee. Representatives should seek the guidance of the Publications Board when issues/action items arise from the co-sponsored publication they present. Society representatives must provide to the Publications Board copies of agendas and minutes of the activities they represent and are encouraged to attend one Publications Board meeting a year either at one of the SPS flagship conferences.

212. Technical Directions Board.

1. Duties. The Technical Directions Board shall be responsible to the Board of Governors for evaluating the Society's technical goals, objectives, organization and operational plans in

light of the scientific, technological, economic, and social climate for the purpose of identifying strategic issues for attention by appropriate entities of the Society. The Technical Directions Board will assist the Board of Governors in the Society's strategic and long-range planning. The Technical Directions Board should be proactive with regard to the Society's technical oversight and profile. The Technical Directions Board will conduct its business via an annual face-to-face meeting, which will be held at ICASSP and conference calls.

2. Composition. (amended 20 October 2022) The Technical Directions Board shall comprise: the Vice President-Technical Directions as Chair, one member named by the Vice President-Conferences, and the chairs of each of the Society's Technical Committees. The Technical Program Chairs of the next two approved ICASSP and ICIP conferences, Megatrend Initiative Chairs, Prospective Technical Committee Chairs, the Challenges and Data Collections Committee Chair, the Executive Director and the following Officers: Vice President-Conferences, President-Elect, Vice President-Education, Vice President-Membership, and Vice President-Publications will be ex-officio, non-voting members. Each Technical Committee Chair shall hold one vote per Technical Committee. The ex-officio, non-voting members will not be counted to make a quorum of the Technical Directions Board. In the event the Technical Committee Chair cannot attend the Technical Directions Board meeting, an alternate may be assigned, however, the alternate shall not have voting rights. The Society President is, de facto, a member of all society boards and committees; however, the Society President's presence at the meeting shall not be used to constitute a quorum.

3. Challenges and Data Collections Committee. (amended 8 June 2020)
 - a. Duties. The Challenges and Data Collections Committee shall run the Challenge Program and maintain the documentation on the Program's procedures; be responsible for the successful operation of an on-going series of challenges; maintain and develop contacts with the Technical Committees, Prospective Technical Committees and Megatrend Initiatives to support the Challenges; and provide proper communication channels and feedback to the Vice President-Technical Directions.

 - b. Composition. The Challenges and Data Collections Committee shall have a Chair, who shall be appointed by the Vice President-Technical Directions with the advice and consent of the Executive Committee to serve two years, non-renewable, and the committee members will be a balance of past and present representatives from the Technical Committees, Prospective Technical Committees and Megatrend Initiatives, which can include their Associate Members, to represent the field of interest of the Society. The Committee's membership is expected to include representation from both industry and academia. A representative from all committees is not required. The term of committee members shall be three years, renewable once. The Vice President-Technical Directions shall serve ex-officio, without vote. Unless specified otherwise within these bylaws, the Challenges and Data Collections Committee will operate under the same guiding policies as the Technical Committees.

 - c. Challenges Program. The objectives of the Challenges Program are: to encourage and support research with comparable and reproducible results in relevant, timely and impactful signal processing tasks; to identify, and to encourage the collection of, appropriate data-sets that embody those signal processing tasks and to support the

sharing of such data-sets widely in the community; to identify appropriate performance metrics for the relevant tasks and, where appropriate, disseminate standardized tools for computing those metrics; to identify the state-of-the-art methods for such signal processing tasks and evaluate their performance comparatively on the identified data-sets; and to disseminate the results of Challenges and subsequent scientific insights widely within the society and externally.

213. Education Board. (approved 18 May 2019)

1. Duties. The Education Board shall:

- a. identify value/benefit/services to educate the signal processing community and public-at-large;
- b. increase the visibility of signal processing related educational material, particularly its role in society and technology;
- c. develop educational programs and professional development material to facilitate member recruiting and service;
- d. maintain and develop contacts with leadership and membership constituents and advise the Board of Governors of trends and opportunities;
- e. build relationships with associated boards and committees for the development of education materials;
- f. and provide proper communication channels and feedback on education trends and opportunities.

2. Composition. (amended 13 October 2023) The Education Board shall comprise eleven members: the Vice President-Education as Chair, the Resource Center Chief Editor, the SigPort Chief Editor, the Educational Community Committee Chair, the Content Production Committee Chair, the Educational Conference Programs Committee Chair, the Educational Visibility & Outreach Committee Chair, the President-Elect, one member named by the Vice President-Membership, one member named by the Vice President-Conferences, and one member named by the Vice President-Technical Directions. The term of committee members shall be three years, non-renewable. The ex-officio, non-voting members include the Society's Executive Director and the following Officers: Vice President-Conferences, Vice President-Membership, Vice President-Publications and Vice President-Technical Directions. The ex-officio, non-voting members will not be counted to make a quorum of the Education Board. The Society President is, de facto, a member of all society boards and committees; however, the Society President's presence at the meeting shall not be used to constitute a quorum.

3. Resource Center. (amended 12 May 2021) The Resource Center is the Society's online library of tutorials, lectures, presentations, education content and more.

- a. Chief Editor. (amended 20 October 2022) The Resource Center shall be managed by a Chief Editor who shall be appointed by the Vice President-Education with the advice

and consent of the Executive Committee. The Chief Editor shall serve for three years, non-renewable. The Chief Editor shall be responsible for implementing the Resource Center. The Chief Editor shall chair the Editorial Board for the Resource Center and also serve as a member of the Society's Education Board.

- b. **Editorial Board.** The Resource Center shall be guided by an SPS Education Center Editorial Board, which shall be chaired by the Chief Editor and shall comprise of at least nine, and a maximum of twelve Editors. The Society's Executive Director shall serve ex-officio, without vote. The Chief Editor can appoint up to three of these members with the advice and consent of the Vice President-Education to address industry and other areas of need. The Signal Processing Repository (SigPort) shall report under the Resource Center and its Chair will be a member of the SPS Education Center Editorial Board.

To ensure the technical diversity of the SPS Education Center Editorial Board, the overall composition of the Editorial Board shall reflect the three technical clusters below, with each cluster represented by at least two members, and a maximum of four. Equal representation of technical clusters is not required. Nominations for the SPS Education Center Editors' technical clusters may arise from any SPS members or Board and Committee for consideration to the Chief Editor who will make the appointment with the advice and consent of the Vice President-Education. The Executive Committee shall review the cluster structure every three years to keep pace with the natural evolution of the technical areas within the Society.

Cluster 1: Speech, Audio, Language, Industry

Speech and Language Processing
Audio and Acoustic Signal Processing
Applied Signal Processing Systems

Cluster 2: Imaging, Video, Multimedia, Forensics

Bio Imaging and Signal Processing Technical Committee
Computational Imaging
Image, Video, and Multidimensional Signal Processing
Multimedia Signal Processing
Information Forensics and Security

Cluster 3: ML, SAM, COM, SPTM

Machine Learning for Signal Processing
Sensor Array and Multichannel Signal Processing for Communications and Networking
Signal Processing Theory and Methods

It shall be the responsibility of the SPS Education Center Editorial Board to ensure that the Resource Center maintains the highest quality while adhering to the rules and

procedures of both the Society and the IEEE, consonant with these bylaws and the Policy and Procedures Manual.

4. Signal Processing Repository (SigPort). (amended 26 September 2019) The Signal Processing Repository (SigPort) is the Society's online archive of manuscripts, reports, theses, and supporting materials, such as slides and poster presentations. It collects technical material of interest to the broad signal processing community. It can host material ineligible or unintended for formal publication, and manuscripts to help individuals obtain early exposure and feedback on their work prior to possible formal publication.
 - a. Chief Editor. (amended 13 October 2023) SigPort shall be managed by a Chief Editor who shall be appointed by the Vice President-Education with the advice and consent of the Executive Committee as well as one additional member appointed by the Chair with the advice and consent of the Education Board to assist the Chief Editor in their duties. The Chief Editor shall serve for three years, non-renewable. The Chief Editor shall be responsible for implementing SigPort. The Chief Editor shall be a member of the Education Center Editorial Board and also serve as a member of the Society's Education Board. The term of the committee member shall be three years, renewable once.

It shall be the responsibility of the SigPort Chief Editor to ensure that SigPort becomes and remains the premier pre-publication repository for Signal Processing members, while adhering to the rules and procedures of both the Society and the IEEE, consonant with these bylaws and the Policy and Procedures Manual.

The SigPort Chief Editor shall:

- i. Guide the development of the SigPort software by working with the chosen developer;
- ii. Define and implement all operational aspects of SigPort, including a Help Desk facility for users, billing methods and procedures, legal safeguards, and system administration;
- iii. Have continuous involvement in SigPort operation, including identification of document categories, selection and description of highlighted documents, definition and processing of any submission awards/recognition, and review of objectionable submissions due to alleged plagiarism or improper content;
- iv. Publicize the SigPort platform to the signal and information processing community through professional activities, encourage submissions to and utilization of SigPort, and solicit feedback for improvement/enrichment;
- v. Identify future SigPort features for inclusion or revision, make recommendations on phased development or refinement to the Education Board, and represent the Education Board to oversee the SigPort system development.

5. Educational Community Committee. (approved 13 October 2023)
 1. Duties. The Educational Community Committee shall be responsible for identifying value/benefit/services to SPS members' educational needs and recommending policy/mechanism for developing educational programs and continuing education materials and opportunities for Industry and SPS members; creating mentoring experiences for SPS Student members at conferences; maintaining and developing contacts with leadership and SPS membership constituents; and providing proper communication channels and feedback.
 2. Composition. The Educational Community Committee shall have six members: the Chair, Educational Community Committee, who shall be appointed by the Vice President-Education with the advice and consent of the Executive Committee to serve three years, non-renewable, and five members appointed by the Chair with the advice and consent of the Education Board. The term of committee members shall be three years, renewable once.
6. Content Production Committee. (approved 13 October 2023)
 1. Duties. The Content Production Committee shall be responsible for identifying value/benefit/services to SPS members' educational needs and recommending policy/mechanism for creating, developing, and curating educational and promotional content that aligns with the Society's mission, including, but not limited to, short courses, tutorials, and full course packages; maintaining and developing contacts with leadership and SPS membership constituents; and providing proper communication channels and feedback.
 2. Composition. The Content Production Committee shall comprise of the Chair, Content Production Committee, who shall be appointed by the Vice President-Education with the advice and consent of the Executive Committee to serve three years, non-renewable and at least three, and a maximum of ten members, who shall be appointed by the Content Production Committee Chair with the advice and consent of the Education Board. The term of committee members shall be three years, renewable once.
7. Educational Conference Programs Committee. (approved 13 October 2023)
 1. Duties. The Educational Conference Programs Committee shall be responsible for identifying value/benefit/services to SPS members' educational needs and recommending policy/mechanism for developing and conducting continuing educational programs and opportunities at conferences; reviewing and providing feedback for proposals; developing, conducting, and tracking survey results related to educational programs at conferences; maintaining and developing contacts with leadership and SPS membership constituents; and providing proper communication channels and feedback.

2. Composition. The Educational Conference Programs Committee shall comprise of the Chair, Educational Conference Programs Committee, who shall be appointed by the Vice President-Education with the advice and consent of the Executive Committee to serve three years, non-renewable, one member named by the Vice President-Conferences, and at least one, and a maximum of four members, who shall be appointed by the Educational Conference Programs Committee Chair with the advice and consent of the Education Board. The term of committee members shall be three years, renewable once.

8. Educational Visibility and Outreach Committee. (approved 13 October 2023)

1. Duties. The Educational Visibility and Outreach Committee shall be responsible for identifying value/benefit/services to SPS members' educational needs and building a link *between promotion, outreach, and visibility* of the Society's educational products; developing strategies and resources to outreach to underrepresented communities; working closely with IEEE and SPS Boards and Committees to promote education related activities; maintaining and developing contacts with leadership and SPS membership constituents; and providing proper communication channels and feedback.
2. Composition. The Educational Visibility and Outreach Committee shall comprise of the Chair, Educational Visibility and Outreach Committee, who shall be appointed by the Vice President-Education with the advice and consent of the Executive Committee to serve three years, non-renewable and at least three, and a maximum of five members, who shall be appointed by the Educational Visibility and Outreach Committee Chair with the advice and consent of the Education Board. The term of committee members shall be three years, renewable once.

214. Long-Range Planning and Implementation Committee.

1. Duties. The Long-Range Planning and Implementation Committee shall guide the agenda of the long-range planning retreats and ensure that recommendations from those retreats receive appropriate volunteer and staff attention, as well as possible incorporation into the Society's operations by the Board of Governors and Executive Committee. The Long-Range Planning and Implementation Committee will meet at ICASSP; it will report to the Board of Governors.
2. Composition. The Chair of the Long-Range Planning and Implementation Committee shall be the President-Elect. The members shall be: the Executive Director, one Member-at-Large from each class on the Board of Governors. One additional Member may be named at the discretion of the President-Elect.

215. Nominations and Appointments Committee.

1. Duties. (amended 16 September 2022) The Nominations and Appointments Committee shall:
 - a. stimulate nominations, track representation of under-served populations and strive to improve diversity for nominations. Committee members are not allowed to submit nominations or provide seconds for election under their purview;
 - b. establish a connection to the major boards and committees in order to generate Member-at-Large, Regional Director-at-Large, Officer and other nominations under their purview;
 - c. ensure that all candidates (including petition and write-in candidates) meet all documented Society requirements and prerequisites of the position and ensure diversity of the candidate slate in terms of regional, technical, industry/academia, experience, gender, etc.);
 - d. vote on or rank nominations for Member-at-Large, Regional Director-at-Large, Officer, and other elections under their purview;
 - e. submit to the Board of Governors a list of candidates recommended for nomination to the positions of Officers. The list shall be submitted in time for the elections and in accordance with balloting requirements (See Section 303);
 - f. submit to the electorate no later than the first working day following 14 August for the Annual General Election, at least two candidates for each Member-at-Large position becoming vacant and the final President-Elect slate approved by the Board of Governors.
2. Reviews of Credentials, Qualification and Disqualification of Candidates and Potential Candidates. (amended 20 October 2022) The Nominations and Appointment Committee is responsible for recommending candidates for election or appointment by the Board of Governors or election by the Society's membership, giving consideration to the diversity of the Society's membership. Recommendation of individuals shall be made on the basis of the candidates' ability to meet the requirements set forth in the position description.

The Nominations and Appointment Committee will be responsible for vetting the candidates and the Board of Governors will select the final candidate slate for the President-Elect and Vice President elections. Vetting means that the Nominations and Appointments Committee shall ensure a formal review of each candidate is performed to determine if each candidate is properly nominated, each candidate's credentials meet all Society requirements and prerequisites of the position, and each candidate is evaluated and discussed prior to voting on and recommending candidates, which includes comparing candidates, to determine which candidates should move forward to the slate presented to the Board of Governors. The objective of the vetting process is to ensure that, in addition to meeting all eligibility requirements, the potential election or selection of such candidates, petitioners, and petition candidates would not be harmful to the interests or reputation of IEEE and the Society. Furthermore, these procedures shall guarantee a thorough and fair review of evidence in context, with opportunities for individuals under review to address and comment on claims that may lead to disqualification. A maximum of

three candidates can appear on the ballot for each Board elected member position becoming vacant.

The Nominations and Appointments Committee must provide confidential feedback to the Board of Governors on its rationale for the final slate for each Officer position. The feedback should be provided on the slate as a whole, rather than on individual candidates. Any concerns raised for a disqualification or removal of a President-Elect or Vice President nomination by the Nominations and Appointments Committee should be disclosed to the Board of Governors when the slate of names is presented to the Board. These procedures shall guarantee a thorough and fair review of evidence in context.

3. Composition. (amended 20 October 2022) The Nominations and Appointments Committee shall consist of a chair who shall be the Past President of the Society, and seven other members, none of whom may be currently serving as an Officer of the Society or a Member-at-Large of the Board of Governors. The term of committee members shall be two-years, individuals may serve more than one term and such terms can be consecutive up to two consecutive terms.

To ensure the technical diversity of the Nominations and Appointments Committee, the overall composition of the committee shall reflect the three technical clusters below, with each cluster accounting for approximately one-third of the committee's composition. The Executive Committee shall review the cluster structure every three years to keep pace with the natural evolution of the technical areas within the Society.

Cluster 1: Speech, Audio, Language, Industry

Speech and Language Processing
Audio and Acoustic Signal Processing
Applied Signal Processing Systems

Cluster 2: Imaging, Video, Multimedia, Forensics

Bio Imaging and Signal Processing Technical Committee
Computational Imaging
Image, Video, and Multidimensional Signal Processing
Multimedia Signal Processing
Information Forensics and Security

Cluster 3: ML, SAM, COM, SPTM

Machine Learning for Signal Processing
Sensor Array and Multichannel
Signal Processing for Communications and Networking
Signal Processing Theory and Methods

(IEEE Must Have) Five of the voting members of the Nominations and Appointments Committee shall be elected or appointed by the Board of Governors ensuring the

appropriate cluster representation, while the Chair can appoint two members with the advice and consent of the Executive Committee by considering the balance of regional, technical, industry/academia, and gender diversity.

If a Committee member resigns from the Nominations and Appointments Committee, the vacated committee position will be filled by the candidate receiving the next highest number of votes in the Nominations and Appointments Committee election. If the position was Chair appointed, then the Chair will fill the vacancy with the advice and consent of the Executive Committee.

(IEEE Must Have)

A member of the Nominations and Appointments Committee may be nominated and run for a position for which such member's respective Nominations and Appointments Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same Nominations and Appointments Committee and (ii) the member resigns from the Nominations and Appointments Committee prior to its first meeting of the year in which the nomination shall be made.

(IEEE Must Have)

The Chair of the Nominations and Appointments Committee shall not be eligible to be elected to the Board of Governors during the Chair's term of service. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the Nominations and Appointments Committee available shall be the Chair of the Nominations and Appointments Committee. With extenuating circumstances, a different individual may be appointed to this position. If a committee member has a conflict of interest (see IEEE Bylaw 300.2) in any of the election races, the committee member should disclose the conflict of interest. Due to the small size of the committee, the committee will establish a process to manage the conflict of interest.

216. TC Review Committee.

1. Duties. The TC Review Committee shall guide the formal review process of the Technical Committees. The TC Review Committee will ensure the ongoing health of the Society's technical community and excellence of its technical activities. The TC Review Committee will meet annually with a major Society conference to review the Technical Committees; it will report to the Board of Governors.
2. Composition. The Chair of the TC Review Committee shall be the President-Elect. The committee members shall be appointed for two-year terms by the President-Elect from among the Members-at-Large on the Board of Governors. The number of Members-at-Large on the TC Review Committee shall be such that the membership of the TC Review Committee should at least equal the number of TCs being reviewed in any given year.

217. Finances.

1. Authority to Raise Funds. The Society may raise funds through dues, technical meetings, publications, or such other means as may be permitted by these Bylaws or by the rules and policies of the IEEE.
2. Role of IEEE Headquarters. IEEE Headquarters shall act as bursar for all society funds except as specified hereunder. Collection of and accounting for annual dues and fees shall be the responsibility of the IEEE. Other fiscal matters may be handled through the Society's office. For all other circumstances, to safeguard the Society's funds, the Board of Governors shall be prudent in making arrangements.

218. Bylaws Interpretation Standing Committee. (approved 21 April 2018)

1. Purpose. The Bylaws Interpretation Standing Committee shall provide independent interpretation of the Society's controlling documents to members and volunteers. Any member, volunteer or officer can request a bylaw interpretation provided that a formal, documented request is submitted to the Bylaws Interpretation Standing Committee. The written request must detail the stated concern and the bylaw in question.
2. Composition. The composition of the Bylaws Interpretation Standing Committee shall consist of three members with one Member-at-Large from each class on the Board of Governors. The terms of the committee members will coincide with their Members-at-Large term. The individual from the Senior Member-at-Large class will serve as Chair.
3. Class of Membership. (amended 20 October 2022) Class of Membership is defined as the Committee member's remaining term on the Board of Governors. The Senior member of the committee is beginning its third year of the member's on the Board; the Sitting member is beginning its second year of the member's; the Junior member is beginning its first year of the member's term. The Senior member will be the Chair of the Committee. After one year, the Senior member rotates off the Board of Governors and hence, off the Committee. The Sitting member becomes the Senior member, and the Junior member becomes the Sitting member.
4. Selection of Committee Members. (amended 20 October 2022) Initially, each class of the Board of Governors (Senior, Sitting, and Junior) selects its representative to serve on the Bylaws Interpretation Standing Committee. If there are more than one interested individual from any particular class, the President of the Society makes the final selection for that class. Once established, only a new Junior member needs to be selected each year using the process described above.
5. Duties. The Bylaws Interpretation Standing Committee shall be responsible for reviewing and acting upon all documented requests for bylaw interpretations. All discussions and information presented to the committee shall be handled in a confidential manner. The

committee should operate in an impartial manner and seek input and clarifications from all parties involved in the matter under consideration.

6. Decision. The Bylaws Interpretation Standing Committee's decision will be determined by majority vote of the membership of the committee. The committee decisions must conform with existing IEEE governing documents. After the committee has determined its final ruling, the Bylaws Interpretation Standing Committee Chair shall be responsible for preparing a written report documenting the committee's investigation and findings. The report shall be provided to the individual who brought the bylaw interpretation request forward and made available to the Board of Governors for the record.
7. Appeal. (amended 20 October 2022) If the individual who brought the bylaw interpretation request forward feels that the matter has not been adequately resolved by the committee, that individual may escalate the matter further to the Board of Governors. Further appeal will follow the IEEE Technical Activities Conflict Resolution Process.

300.0 NOMINATIONS, ELECTIONS, APPOINTMENTS

301. Process. (amended 16 September 2022) The Past President who is the chair of the Nominations and Appointments Committee shall contact all organizational units of the Society each year inviting the submission of suitable names to be considered by the Nominations and Appointments Committee for the various elective and appointive offices. Each year an open call for nominations under the purview of the Nominations and Appointments Committee positions will be held.

1. Confidentiality. Any concerns of confidentiality breaches in the Society's elections process shall be reported through the IEEE Ethics Complaint Processes outlined in the IEEE Ethics reporting policies.

302. Board of Governors Members-at-Large. (amended 16 September 2022)
The results of the Annual General Election balloting shall be transmitted to the Society President prior to the date of the Annual Meeting of the Board of Governors.

1. Nominations. (amended 21 April 2018) Annually, the Nominations and Appointments Committee shall provide a slate of at least two nominees for each of the forthcoming Member-at-Large vacancies. Current-serving members of the Society's Executive Committee are excluded from being nominated for the Member-at-Large election until they have concluded their Officer term. The Nominations and Appointments Committee should also take into consideration any anticipated vacancies caused by a Member-at-Large becoming an Officer and include the vacancy on the upcoming Member-at-Large election ballot, so the replacement for the vacant Member-at-Large position would be member-elected. Recommendations for such nominees shall be solicited from members of the Board of Governors and from the chairs of all other organizational entities of the Society. Additionally, the Nominations and Appointments Committee shall publish a call

for nomination in a publication normally reaching all Society members.

2. Terms of Service. Members-at-Large shall each serve three years on the Board of Governors. Members-at-Large may serve more than one term on the Board of Governors; however, such terms shall not be consecutive. Members-at-Large who are elected to fill a vacancy will only fill the remainder of the vacated Member-at-Large term, but can seek re-election for a full, three year term as Member-at-Large without a gap in service.
3. Petitions. (amended 20 October 2022) In the event that a nominee's name is not selected for a position on the Annual General Election ballot, and the nominee is a member in good standing and of the proper member grade to seek election, the nominee may seek to be added to the ballot by filing, prior to the date specified in the nominations calendar, a petition.

(IEEE Must Have)

For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates either by a written petition as detailed below, or by majority vote at a Board of Governors candidate slate approval meeting, provided such nominations are made at least 28 days before the date of the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition. Self-nominations with a petition are allowed. The number of signatures required on a petition shall be determined in accordance with IEEE Bylaws as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters. For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

(IEEE Must Have)

Signatures can be submitted electronically through the official IEEE society annual election website, or by signing and mailing a paper petition. The name of each member signing the paper petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE society annual election website or original signatures on paper petitions shall be accepted. Facsimiles, or other copies of the original signature, shall not be accepted.

The number of signatures required on a petition shall depend on the number of eligible society voters, as listed in the official IEEE membership records at the end of the year preceding the election.

Petition and write-in candidates must conform to all Society requirements and prerequisites of the position. The Nominations and Appointments Committee shall ensure that all such candidates are properly qualified, as stated in the Constitution, before they are placed on the ballot. The Technical Activities Election staff shall oversee the collection of petition signatures and shall further ensure that the petition signatories are Members in good standing and that the signatures coincide with the dates of petition collection established in the call for nominations.

4. Willingness to Serve. (approved 16 September 2022) The Nominations and Appointments Committee shall obtain, in writing, from each nominated individual an agreement to serve if elected. If an individual has been nominated for two or more positions under the purview of the Nominations and Appointments Committee being held during the same election cycle, the nominated individual must select just one position for their candidacy. Candidates cannot run for multiple positions within the same election cycle.

All Member-at-Large candidates who so agree to serve may be placed on the ballot, after the Nominations and Appointments Committee's deliberations. All Member-at-Large candidates are required to supply a brief biography and photo, which shall accompany the ballot.

5. Write-in Candidates. (amended 20 October 2022) Ballots shall provide for write-in candidates. If a write-in candidate receives the highest number of votes, the Nominations and Appointments Committee shall vet the candidate to determine if the candidate meets all Society requirements and prerequisites of the position. Any concerns regarding disqualification of the write-in candidate shall be reported to the Board of Governors for a final decision. See Section 215.2 for vetting details.
6. Ballots. (amended 16 September 2022) The Society's Annual Election shall follow the same balloting schedule as the IEEE Annual Election. As per IEEE bylaw, ballots shall be mailed no later than the first working day following 14 August. The Society shall submit to eligible voting members on record as of 30 June, a ballot listing all nominees for the positions to be filled by election by the membership.

The result of the balloting shall be transmitted to the Society President prior to the date of the Annual Meeting of the Board of Governors.

7. Means of Election. (amended 16 September 2022) The results of the Annual General Election balloting shall be transmitted to the Society President prior to the date of the Annual Meeting of the Board of Governors by SPS staff on behalf of the Nominations & Appointments Committee Chair. See process details in Policy 3.16. Notification of Officer

and General Election Results.

The President shall declare those candidates having a plurality of the votes to be elected, subject to ratification by the Board of Governors at its Annual Meeting. Ties shall be broken by the Board of Governors. Should an elected member fail to accept office, the candidate receiving the next highest number of votes shall be certified elected. If a vacancy cannot be filled in this manner, the Board of Governors may make contingent elections.

8. Notifications. (amended 16 September 2022) The Society staff on behalf of the Nominations & Appointments Committee Chair shall expeditiously notify the IEEE Technical Activities staff of the new Board of Governors' membership.

303. President-Elect, Vice Presidents.

1. President-Elect Nomination Process. (amended 16 September 2022) The Nominations and Appointments Committee shall make an open solicitation for nominations for the office of President-Elect, who shall serve on the Board of Governors for the succeeding term. If the need for a special election arises, it may be handled out of cycle provided that such solicitation shall occur no later than sixteen weeks prior to the Fall meeting of the Board of Governors. Special elections shall follow the same guidelines as the President-Elect election.

Nominations for President-Elect shall be restricted to individuals who have served as a Vice President of the Society. A current-serving Vice President, whose term is expiring at year-end, is also eligible to be nominated for the Society President-Elect election. Any candidate under consideration should not be present in the meeting room/on the conference call or participate in the candidates' discussion for the noted position but is entitled to vote on the candidate state.

All President-Elect candidates must receive two nominations from Society members, but one nomination must be from a member of the Board of Governors. Individuals may self-nominate for the President-Elect position. In the case of self-nomination, the nomination must be seconded by an additional two Society members who are not the nominee, including one member from the Board of Governors.

Annually, the Nominations and Appointments Committee shall provide a slate of three nominees to the Board of Governors for the forthcoming President-Elect vacancy. Submission of two nominees to the Board of Governors for the forthcoming President-Elect vacancy may be accepted if only two nominations are received. The Board of Governors will review and finalize the President-Elect slate of two nominees that will move to the Annual General Election ballot. The election ballot may also include candidates from the petition process, and write-in candidates will be allowed. The President-Elect will be elected by the Society's membership.

The detailed procedures to be followed when selecting the President-Elect candidates shall be specified in the Society Policies.

2. Vice President Nomination Process. (amended 20 October 2022) The Nominations and Appointments Committee shall make an open solicitation for nominations for the offices of the various Vice President positions, who shall serve on the Board of Governors for the succeeding term. If the need for a special election arises, it may be handled out of cycle provided that such solicitation shall occur no later than sixteen weeks prior to the Fall meeting of the Board of Governors. Special elections will follow the same guidelines as the Vice President elections.

All Vice President candidates must receive two nominations from Society members, but one nomination must be from a member of the Board of Governors. Individuals may self-nominate for the Vice President position. In the case of self-nomination, the nomination must be seconded by an additional two Society members who are not the nominee, including one member from the Board of Governors.

For the Vice President elections, a current-serving Vice President may not be nominated for another Vice President position until the Vice President's term has officially concluded. If elected, a candidate must resign before the start of the Vice Presidency term if the candidate is serving in any of the following positions: Awards Board Chair, Editor-in-Chief, Regional Director-at-Large, or Chair of a Committee under one of the major Boards.

A current-serving Member-at-Large of the Board of Governors may be nominated and run for a Vice President position. The Board member under consideration should not be present in the meeting room/on the conference call or participate in the candidates' discussion for the noted position but is entitled to vote on the candidate state.

Annually, the Nominations and Appointments Committee shall provide a slate of at least two nominees for each of the forthcoming Vice President vacancies. A maximum of three candidates can appear on the ballot for each Vice President position becoming vacant. The Board of Governors shall review and finalize each Vice President slate before it is considered for formal vote. The Vice Presidents are elected by the Board of Governors.

The detailed procedures to be followed when selecting the Vice President candidates shall be specified in the Society Policies.

3. Terms of Service. (amended 24 December 2018)
 - a. President-Elect. (amended 20 October 2022) The President-Elect shall serve two years in office; the President-Elect shall automatically succeed to the position of President, serving two years in that post. On becoming Past President, the Past

President shall automatically become the Chair of the Nominations and Appointments Committee.

- b. Vice President. (amended 16 September 2022) The Vice Presidents shall each serve three years in office. Individuals serving in a Vice President position may serve more than one term on the Board of Governors; however, consecutive Vice President terms for the same position is not allowed.
4. Willingness to Serve. (amended 20 October 2022) The Nominations and Appointments Committee shall obtain, in writing, from each nominated individual who has received two or more nominations for a President-Elect or a Vice President position, an agreement to serve if elected. If an individual has been nominated for two or more positions under the purview of the Nominations and Appointments being held during the same election cycle, the nominated individual must select just one position for their candidacy. Candidates cannot run for multiple positions within the same election cycle.

All President-Elect and Vice President candidates who so agree to serve may be placed on the ballot, after the Nominations and Appointments Committee's deliberations. The Board of Governors votes to determine the next Vice President and final slate of President-Elect candidates. All President-Elect and Vice President candidates are required to supply a brief biography, photo, and candidate statement of interest up to 500 words stating the nominee's vision for the position, which shall accompany the ballot.

The President-Elect process is defined under the Presentation of Candidates section and is specified in the Society Policies.

Any IEEE Signal Processing Society volunteer serving as an Officer or serving in a SPS leadership position, identified as Awards Board Chair, Editors-in-Chief, Regional Directors-at-Large, Members-at-Large, or Chair of a Committee under one of the SPS major Boards, shall not have an overlapping term with another SPS, IEEE Society or Affinity Group volunteer leadership role, specifically President, President-Elect, Vice President, Chair-Elect, or Chair. This information must be disclosed at the time of nomination or when the potential situation might arise. If the individual decides to accept another leadership position, they must step down from their current SPS leadership position.

5. Candidature Withdrawal. (amended 20 October 2022) Each proposed nominee named by the Board of Governors shall be consulted and, if the nominee so requests, their name shall be withdrawn.
6. Board and Individual Petitions. (amended 20 October 2022) In the event that a nominee's name is not selected for a President-Elect position on the annual election ballot, and the nominee is a member in good standing and of the proper member grade to seek election, and has served as a Vice President for the Society, the

nominee may seek to have their name added to the ballot by filing, prior to the date specified in the nominations calendar, a petition.

For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates either by a written petition as detailed below, or by the Board of Governors by majority vote at a candidate slate approval meeting, provided such nominations are made at least 28 days before the date of the election. Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

Self-nominations with a petition are also allowed. The number of signatures required on a petition shall be determined in accordance with IEEE Bylaws as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters. For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

(IEEE Must Have)

Signatures can be submitted electronically through the official IEEE society annual election website, or by signing and mailing a paper petition. The name of each member signing the paper petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE society annual election website or original signatures on paper petitions shall be accepted. Facsimiles, or other copies of the original signature, shall not be accepted.

The number of signatures required on a petition shall depend on the number of eligible society voters, as listed in the official IEEE membership records at the end of the year preceding the election.

Petition and write-in candidates must conform to all Society requirements and prerequisites of the position. The Nominations and Appointments Committee shall ensure that all such candidates are properly qualified, as stated in the Constitution, before they are placed on the ballot. If a write-in candidate receives the highest amount of votes in the President-Elect election, the Nominations and Appointments Committee will vet the candidate to determine if the candidate meets the specified requirements of

the position. The Technical Activities Election staff shall oversee the collection of petition signatures and shall further ensure that the petition signatories are Members in good standing and that the signatures coincide with the dates of petition collection established in the call for nominations.

7. Presentation of Candidates. (amended 20 October 2022) The chair of the Nominations and Appointments Committee shall provide to the Board of Governors, via e-mail, the slate of nominated candidates for each Officer position no later than 8 weeks before the ICASSP meeting date. Each candidate will have provided, in advance, to the chair of the Nominations and Appointments Committee, written assurance of willingness and ability to serve. The Board of Governors will have two weeks to review the President–Elect and Vice President candidate slate(s) and if deemed necessary, the members of the Board of Governors can recommend additional candidates for each President–Elect and Vice President vacancy of the Society via two options; 1) by petition of at least 20% of the voting members of the Board of Governors or 2) by majority vote at a candidate slate approval meeting of the Board of Governors. During the process, the Board of Governors may re-consider and re-nominate candidates that were previously removed by the Nominations and Appointments Committee or new candidates. The nomination of additional candidates must follow the detailed procedures in the Society Policies. The Nominations and Appointments Committee will have two weeks to review the candidate(s) credential to ensure all requirements and prerequisites of the position are met and provide to the Board of Governors a revised slate of candidates for the position of President-Elect and Vice President along with its rationale for the President-Elect and each Vice President slate, which is due no later than 4 weeks before the ICASSP meeting. The revised slate of candidates will be approved by conducting an email ballot. At the ICASSP Board of Governors meeting, the Board shall vote to select the final two President-Elect candidates to move to the Annual General Election ballot and elect the Vice President(s). During this process, the Nominations and Appointments Committee may be required to reconsider candidates that were nominated earlier, but not presented to the Board of Governors.
 - a. President-Elect. (amended 16 September 2022) The President-Elect candidates nominated through the Nominations and Appointments Committee process shall be required to be present at the Board of Governors meeting during the ICASSP meeting series. The candidates will present their background/qualifications, as well as respond to any questions from the Board. Afterwards, the Board of Governors will finalize the identification of President-Elect candidates to move to the Annual General Election ballot. To support the promotion of the Annual General Election, President-Elect candidates may be required to participate in member engagement activities, such as Town Halls.
8. Ballots and Voting. (amended 16 September 2022) The Society requires that there be more than one candidate for each Officer position on the ballot.

- a. President-Elect. (amended 16 September 2022) The President-Elect position will be elected by the Society's membership via the Society's annual election. The ballot will include nominated candidates, as well as candidates from the member-petition process, as well as a provision for write-in candidates. The President-Elect election information will be provided by the chair of the Nominations and Appointments Committee.
 - 1. Write-in Candidates. (amended 20 October 2022) Ballots shall provide for write-in candidates. If a write-in candidate receives the highest number of votes, the Nominations and Appointments Committee shall vet the candidate to determine if the candidate meets all Society requirements and prerequisites of the position. Any concerns regarding disqualification of the write-in candidate shall be reported to the Board of Governors for a final decision. See Section 215.2. for details.
 - b. Vice Presidents. (amended 16 September 2022) The members of the Board of Governors shall elect the Vice Presidents of the Society. The Vice President election information will be provided by the chair of the Nominations and Appointments Committee. The Vice President's election ballot shall be handled via a secret ballot at the ICASSP Board of Governors meeting, after all the Vice President candidates have been discussed by the Board of Governors. Candidates will not be present at the meeting. The election ballot will be done position-by-position. Absentee voting is not allowed for the Vice President elections. The Vice President election results will be reported and confirmed at the same meeting. The President will inform the chair of the Nominations and Appointments Committee regarding the election outcome.
9. Tally. (amended 16 September 2022)
- a. President-Elect. The President shall declare the President-Elect candidate having a plurality of the votes to be elected, subject to ratification by the Board of Governors at its Annual Meeting. Ties shall be broken by the Board of Governors. Should an elected member fail to meet the qualifications or accept office, the candidate receiving the next highest number of votes shall be certified elected. If a vacancy cannot be filled in this manner, the Board of Governors may make contingent elections.
 - b. Vice President. (amended 20 October 2022) The candidate receiving a majority of the votes shall be declared the winner. In the event of a tie, the run-off ballot will include only those candidates who are tied for the lead. In the run-off tally, the candidate receiving a majority of the votes shall be declared the winner.

If the incoming President-Elect or one of the incoming Vice Presidents is an elected Member-at-Large of the Board of Governors, that Officer shall vacate the Member-at-Large position at the beginning of their newly elected term. The Member-at-Large vacancy shall be filled by the Board of Governors by the candidate having the next highest number of votes on the current year's Member-at-Large election.

304. Election Voting. (amended 16 September 2022) The Society requires that all elections, except the Member-at-Large, Regional Director-at-Large, President-Elect and Vice President elections, be governed by the bylaw that addresses email voting, since most elections are conducted via email voting. The email voting bylaw requires that an affirmative vote of a majority of all the voting members of the Board of Governors or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic transmission.

All election candidates must follow the IEEE Electioneering Policies, which are noted in the IEEE Policy 13.3.

- a. President-Elect. The President-Elect position shall be elected by the Society's membership via the Society's Annual Election.
- b. Vice President. The Vice President elections are conducted at a face-to-face meeting of the Board of Governors. These elections shall be governed by a vote of a majority of the votes of the members present and entitled to vote, at the time of vote, provided a quorum is present.
- c. Member-at-Large and Regional Director-at-Large. The Member-at-Large and Regional Director-at-Large election details are noted in their respective sections.

305. Regional Directors-at-Large. The nomination process shall follow that of the Board of Governors Members-at-Large. The election shall take place in conjunction with the Board of Governors Members-at-Large election. Directors-at-Large are elected locally by members of the corresponding regions from regions 1-6 (US), 7/9 (Canada and Latin America), 8 (Europe/Middle East/Africa) and 10 (Asia/Pacific Rim), respectively. The Directors-at-Large shall each serve two years on the Membership Board.

306. Election Campaigning. (approved 26 September 2019)

The Signal Processing Society permits campaigning for President-Elect candidates whose names appear on the Society's Annual General Election. Election campaigning will be governed by IEEE Bylaws and Policies, Section 13.3 "Elections and Electioneering" and Section 14 "IEEE Mailing Lists and Rosters."

307. Division Director-Delegate. (amended 20 October 2022)

1. Nomination by Society. The Society will act in accordance with the Technical Activities Board Operations Manual for the Division Delegate/Director election. The Society's Executive Committee will assist in identifying potential Division Delegate-Elect/Director-Elect candidates in any year in which the Society participates in IEEE elections for Division-Delegate-Elect or Director-Elect. The Society may submit multiple Division Delegate-Elect/Director-Elect nominations to the Division Nominating Committee for its review and consideration. Individual Society members may also submit nominations.
2. Participation in Division Nominating Process. The Society President and/or the Society President's designated representative shall participate on the Division Nominating Committee.

400.0 GEOGRAPHICAL ACTIVITIES. The membership of the Society shall be concentrated, geographically, according to units defined by the IEEE as Regions, Areas, Geographic Councils, Sections, Subsections, Student Branches, Chapters, and Student Branch Chapters.

401. Regions. A Region is a geographical unit consisting of part of one, or of one or of more than one country, established by the IEEE Member and Geographic Activities Board as the basic operating entity of the IEEE and, thus, of its societies. The membership is organized according to the following Regions:

Region 1 Northeastern USA

Region 2 Eastern USA

Region 3 Southeastern USA and islands of Jamaica as a part of its territory

Region 4 Central USA

Region 5 Southwestern USA

Region 6 Western USA

Region 7 Canada

Region 8 Africa, Europe, Greenland, Iceland, the Republics of the former USSR, and the Near and Middle East, countries located West of Afghanistan and Pakistan

Region 9 Caribbean and Bahamas Islands, South and Central America, North America (except USA, Jamaica, and Canada)

Region 10 Asia, Australia, New Zealand and related islands.

402. Areas. Areas may be established as parts of a Region. An Area shall generally consist of several Sections, states, provinces, or countries which may be established by the Regional Committee as a management and administrative organizational unit of IEEE to fulfill the communication needs and management/administrative missions of the Region within the territory prescribed.

403. Geographic Councils. A Council may be formed by agreement of a group of contiguous Sections and it exists at their pleasure. It is formed by the Sections to do only those delegated tasks that can be best done together by the Sections rather than singly by each Section. The Sections retain their recognition as the basic operating, executive, administrative and

geographic unit of the IEEE. The formation of a Council must be approved by the Regional Director and the Member and Geographic Activities Board.

404. Sections. A Section shall be the basic operating geographic organizational unit of IEEE and shall be constituted by a minimum of fifty (50) IEEE voting members. A Section shall be established with the approval of the Member and Geographic Activities Board by petition of those who live/work in relatively close proximity to be served by activities that further the missions of IEEE.
405. Subsections. A Subsection shall be a part of a Section or Region, constituted by a minimum of twenty (20) IEEE voting members, and established with the approval of MGAB by petition of those who live/work in relatively close proximity to be served by the activities that further the mission of IEEE.
406. Chapters. A Chapter shall be a technical subunit of a Region, one or more Sections or a Geographic Council. There may be single Society Chapters, joint Society Chapters, and Technical Council Chapters. A Chapter shall comprise a minimum of twelve (12) IEEE voting members of a Society, or group of Societies in the case of a joint chapter, and shall be established by petition to the parent geographical and technical organizational units concerned to fulfill the mission of IEEE. In the case of a Technical Council Chapter, a minimum of any twelve (12) IEEE voting members of Council Member Societies in the parent geographical unit shall be required to petition to the geographic unit and to the Technical Council.
407. Student Branches. A Student Branch shall be an operating organizational unit of IEEE constituted by a minimum of twelve (12) IEEE Student Members or Graduate Student Members at a particular college, university, technical institute, or, in unusual circumstances attached to a Section, and established with approval of MGAB by petition to the Region concerned to fulfill the mission of IEEE.
408. Student Branch Chapters. Student Branches may have Student Branch Chapters. A Student Branch Chapter shall be a technical subunit of a Student Branch constituted by a minimum of six (6) Student Members or Graduate Student Members of a Society or group of Societies and established by petition to the parent Student Branch and Society concerned to fulfill the mission of IEEE. A Student Branch Chapter functions in a manner similar to a committee of the Student Branch.
- 500.0 TECHNICAL ACTIVITIES.
501. Technical Committees. (amended 2 December 2021) A Technical Committee is one that functions in a specific technical area. The creation of a new prospective technical committee, changes in charters, or changes to the name of a technical committee must be approved by the Board of Governors. A Technical Committee shall operate in accordance with the bylaws and policies of the Society, in furtherance of the society's mission.

Technical Committee Chairs are voting members of the Technical Directions Board. Each Technical Committee Chair holds one vote on the Technical Directions Board. In the event the Technical Committee Chair cannot attend the Technical Directions Board meeting, an alternate may be assigned; however, the alternate shall not have voting rights.

The Technical Committees of the Signal Processing Society are:

1. Applied Signal Processing Systems
2. Audio and Acoustic Signal Processing
3. Bio Imaging and Signal Processing
4. Computational Imaging
5. Image, Video and Multidimensional Signal Processing
6. Information Forensics and Security
7. Machine Learning for Signal Processing
8. Multimedia Signal Processing
9. Sensor Array and Multichannel Signal Processing
10. Signal Processing for Communications and Networking
11. Signal Processing Theory and Methods
12. Speech and Language Processing

1. Scope. (amended 20 October 2022) Each Technical Committee shall promote activities within its area of technical interest, and shall provide expertise and assistance as follows:
 - a. assist in the review of papers submitted to Society technical meetings;
 - b. organize and operate society-sponsored/co-sponsored symposia, seminars, and workshops, or special sessions, special issues, challenges, summer schools, webinars, tutorials at technical meetings of the Society or of the IEEE, at all levels, and at meetings of other organizations having Board-approved cooperative relationships with the Society, in accordance with IEEE rules and procedures and the rules for such meetings;
 - c. make nominations in the Society Distinguished Lecturers, Distinguished Industry Speakers, and awards process and vet nominations for technical excellence as requested by the Awards Board, as well as other ongoing and new SPS activities;-
 - d. assist Editors-in-Chief in identifying appropriate Associate Editor candidates.
 - e. coordinate with the existing TCs that are relevant to the area;
 - f. form subcommittees for award nominations, for coordinating member election process, student involvement, among others;
 - g. achieve a balanced membership that reflects diversity in areas including gender, geographical representation, young professionals and more senior members, academia and industry;
 - h. increase number of submissions at ICASSP—and if applicable, at other relevant conferences they participate in over the years;

- i. organize a workshop or major partnership in a conference/workshop, such as those organized through FDC or SPS Initiatives;
 - j. any additional initiatives such as those that are educational, introduction of educational material to the webpages, summer schools, contributions to SPS Resource Center;
 - k. Attract researchers from other technical communities (other IEEE societies as well as other professional organizations) for membership, as well as for participation in its activities (including workshops, special sessions, special issues);
 - l. promote the technical area of the TC and introduce it to the general public with several goals including attracting young researchers, especially women, for careers in this area;
 - m. coordinate activities with IEEE Future Directions Committee (FDC), seek participation in its activities and possible partnership in its conferences and workshops, as well as other efforts such as standardization, data collection and challenges among others.
2. Management. The Chair of each Technical Committee shall be elected by the Technical Committee itself. The term of office shall be two calendar years. A second term as Chair is permitted but may not be consecutive.

The Technical Committee Chair is responsible for maintaining a roster of the members and communicating the Technical Committee's activities to the Vice President-Technical Directions of the Society and to the staff office.

3. Membership. Technical Committee members shall be a member of the Society.

502. Technical Working Groups. (amended 19 December 2020)

Technical Working Groups connect researchers from relevant communities to work together on a well-defined goal, such as establishing an emerging area within the Society's Field of Interest, serving a specific community segment or brainstorming potential solutions that may impact the signal processing community. Technical Working Groups are expected to generate tangible end products towards the stated goal. Each Technical Working Group shall reside under one primary Technical Committee, but other Technical Committees that are relevant to the Technical Working Group's focus may also be identified.

1. Duties. The tangible end products the Technical Working Groups will generate may include:
- a. standardization efforts;
 - b. working papers, policy documents;
 - c. joint publications;
 - d. challenges, competitions;
 - e. webinars and other material for the Resource Center/SigPort;
 - f. joint research proposals;

- g. introduction of new EDICS;
- h. collaboration with IEEE Future Directions Initiatives;
- i. community building through websites, blogs, social media activities;
- j. establish collaborations among researchers from academia, industry, and government research labs and entities including defense and standardization;
- k. joint PhD training efforts, summer schools;
- l. efforts to share data/code/resources;
- m. tracks, special sessions, tutorials at ICASSP, ICIP, and other relevant conferences such as ICME, ISBI, and workshops organized by the SPS Technical Committees;
- n. special issues in journals;
- o. specific recommendations to the Boards of the Society.

2. Members. (amended 19 December 2020)

- a. The maximum size of a Technical Working Group shall be 15 members.
- b. A Technical Working Group shall have at least two members from the primary Technical Committee they reside under and at least one Technical Committee member from each relevant Technical Committee identified. These members must be current IEEE and SPS members of good standing. The Technical Working Group may also have members who are not current IEEE or SPS members to broaden the community outside IEEE.
- c. Members shall serve a term of three-years, starting 1 January. All terms run on a calendar year.
- d. Membership on the Technical Working Groups may be terminated by the Technical Working Group Chair, with the consent of the Technical Committee Chair, due to the member's inactivity in the sense of little or no participation in the Technical Working Group's responsibilities.
- e. The primary Technical Committee Chair shall be an ex-officio member, without vote.

3. Creation and Termination of Technical Working Groups. (amended 20 October 2022)

Technical Working Groups shall have a finite life-span not exceeding six years, in general. The initial proposal shall be reviewed by the Technical Committee Chairs identified in the proposal. The initial proposal shall specify the below noted details:

- a. proposer contact information,
- b. name, scope, and main motivation for the creation of the proposed Technical Working Group,
- c. expected tangible outcomes from the list noted in the Duties section, including any additional items that might be relevant.
- d. primary Technical Committee under which the Technical Working Group shall reside along with any other relevant Technical Committees.

If the Primary Technical Committee Chair approves the proposal, then the primary Technical Committee Chair shall forward the proposal to the Vice President-Technical

Directions for review and final approval. If approved, the proposer shall be appointed as the Technical Working Group Chair.

The Technical Working Group Chair must be a current IEEE and SPS member in good standing. The Chair shall have a two-year term, along with the Past Chair and the Vice Chair positions. The Vice President-Technical Directions shall appoint the initial Technical Working Chair. Afterwards, the Technical Working Group will elect each subsequent Chair. Unless otherwise noted, the Technical Working Group shall follow the same policies as the Technical Committee.

Once approved, the Technical Working Group shall be formed and shall be advertised through the Society's website and at relevant conferences. The Technical Working Group membership shall be formed working with the Chair of the Technical Working Group and the related Technical Committees. Conference calls and meetings at relevant conferences can be organized to support the activities of the Technical Working Group. If desired, the Technical Working Group can hold its face-to-face meetings as part of the primary Technical Committee's meeting.

The Technical Working Groups shall be reviewed at the same time along with the primary Technical Committee during the normal TC Review process. A section of the TC Review report shall address Technical Working Groups activities. The primary Technical Committee Chair is required to seek support from the Technical Working Groups Chair for that section of the report. Following the second review of the Technical Working Group, the TC Review Committee shall determine if the Technical Working Groups should continue or be terminated. The TC Review Committee Chair shall bring forward the Committee's recommendation to the Vice President-Technical Directions for review and action.

Upon recommendation from the TC Review Committee and confirmation by the Vice President-Technical Directions to terminate a Technical Working Group, a report shall be written by the Technical Working Group Chair to provide their feedback on how and which Technical Working Group activities should be absorbed by the Technical Committee(s). The written report shall be submitted to the TC Review Committee and the Vice President-Technical Directions for review and a final decision.

503. Technical Committee Reviews. Technical Committees will be subject to a formal review. Each Technical Committee will undergo a review at least once every five years with the frequency of the review decided on by the TC Review Committee and the Vice President-Technical Directions at the end of the review process.

600.0 PUBLICATIONS ACTIVITIES.

601. Authority. The Society shall have the right to publish or to sponsor such publications as are recommended by the Society's Publications Board and approved by the Board of Governors, the IEEE Technical Activities Board, and the IEEE Publications Board.
602. Oversight. (amended 11 October 2018) The Society Publications Board shall:
1. develop policies and procedures for the Society's publications;
 2. review and evaluate all proposals for new publications and make recommendations to the Board of Governors;
 3. develop plans for new publications to meet the requirements of the members and make recommendations to the Board of Governors;
 4. review the Society's publications portfolio and making recommendations to the Board of Governors and the Executive Committee to terminate sponsored or co-sponsored publications, where appropriate;
 5. review publication budgets and make recommendations to the Vice President-Publications and the President-Elect;
 6. represent the Society regarding all publications, plans, policies, and procedures involving the IEEE and other organizations, in accordance with these Bylaws and the rules and procedures of the IEEE;
 7. ensure that the high quality of the Society's publications is maintained.

The following committees and boards shall be responsible to the Publications Board:
(amended 10 May 2014)

Editorial Board, IEEE TRANSACTIONS ON SIGNAL PROCESSING
 Editorial Board, IEEE TRANSACTIONS ON AUDIO, SPEECH, AND LANGUAGE PROCESSING
 Editorial Board, IEEE TRANSACTIONS ON IMAGE PROCESSING
 Editorial Board, IEEE TRANSACTIONS ON INFORMATION FORENSICS AND SECURITY
 Editorial Board, IEEE SIGNAL PROCESSING LETTERS
 Editorial Board, IEEE SIGNAL PROCESSING MAGAZINE
 Editorial Board, IEEE JOURNAL OF SELECTED TOPICS IN SIGNAL PROCESSING
 Editorial Board, IEEE TRANSACTIONS ON COMPUTATIONAL IMAGING
 Editorial Board, IEEE TRANSACTIONS ON SIGNAL AND INFORMATION PROCESSING OVER NETWORKS.

603. Publication Management.

1. Editor-in-Chief. (amended 20 October 2022) Each of the publications of the Society shall be managed by an Editor-in-Chief who shall be appointed by the Vice President-Publications, in consultation with the relevant Technical Committee and with the consent of the Executive Committee. The Editor-in-Chief shall serve for three years, non-renewable. The Editor-in-Chief shall be responsible for implementing the publication. The Editor-in-Chief shall chair the Editorial Board for the publication and also serve as a member of the Society's Publications Board.

- a. Past and Incoming Editors-in-Chief. Each journal will be supported by the Editor-in-Chief, and when applicable, the Past or Incoming Editor-in-Chief. The Past Editor-in-Chief and Incoming Editor-in-Chief will be ex-officio, non-voting members of the Publications Board and the Editorial Board of their respective publication.
 - b. Terms. The Editor-in-Chief term shall be three years, non-renewable. The Past Editor-in-Chief term shall be 1 January through 30 June succeeding the Past Editor-in-Chief's official term as Editor-in-Chief. The Incoming Editor-in-Chief term shall be 1 July through 31 December prior to officially taking the Editor-in-Chief position.
2. Managing Editor. A Managing Editor shall be selected for each of the Society's publications and shall serve for an indefinite period, subject to mutual agreement between the IEEE Transactions/Journals Department, which employs the managing editors, and the Society.

In the event that the Society shall employ an independent contractor as Managing Editor, any compensation shall be recommended to the Executive Committee by the Vice President-Publications.

3. Editorial Board. (amended 25 March 2016) Each of the publications of the Society shall be guided by an Editorial Board, which shall be chaired by the Editor-in-Chief and which shall comprise the associate editors for the publications having active, unexpired terms. The Past or Incoming Editor-in-Chief and the Society's Executive Director shall serve ex-officio, without vote.

It shall be the responsibility of the Editorial Board to ensure that the publication maintains the highest quality while adhering to the publication rules and procedures of both the Society and the IEEE, consonant with these bylaws, the Policy and Procedures Manual, and the Guide for Associate Editors.

4. Editorial Expense. (amended 4 October 2012) Editorial expense shall be subject to review and approval by the Vice President-Publications, and the President-Elect.

604. Manuscript Management. Manuscript processing for submissions to all Society periodicals shall be accomplished via a common online manuscript environment database system, as designated by the Society for manuscript management.

605. Overview Articles. Overview articles are intended to be of solid technical depth and lasting value and should provide advanced readers with a thorough overview of various fields of interest. Overview articles are technically more thorough than tutorials, which are intended for readers with little background in a given field and are usually published in the IEEE Signal Processing Magazine. Overview articles are expected to be longer than regular manuscripts; their length is allowed to be as much as double the length of regular submissions with exceptions if approved by the Editor-in-Chief.

All overview articles will be subjected to the same rigorous review process as all other submissions. Overview article white papers must be approved by the Publications Board, and the review process shall be managed by the Editorial Board of the Transactions to which it is submitted, as described in the SPS Policies and Procedures Manual.

700.0 CONFERENCE ACTIVITIES.

701. Authority. The Society shall provide its members with access to technical information within the Society's Field of Interest via technical meetings (conferences, tutorials, symposia, workshops, etc.), with the approval of the Society's Conferences Board and, as appropriate, the IEEE Technical Activities Board.
702. Ownership of Technical Meetings. All meetings created by the IEEE Signal Processing Society shall be registered with the U.S. Copyright/Trademark Office, in accordance with IEEE practice. Such meetings shall be considered to be the "property" of the Society for all purposes of finance and management, and may not be removed from the purview of the Society except by specific action of the Board of Governors. Financial co-sponsorship of a meeting is possible only with the permission of the Society via the meeting budget approval process. The budget must reveal the name of the intended financial co-sponsors and the intended share assigned to each co-sponsor, which in no case may exceed a total of 45% (except for those meetings created and approved by the Society under an equal-share arrangement). Financial co-sponsorship shall require any and all co-sponsors to share not only income, but also expense, in the same proportion as their co-sponsorship share of the meeting.

Sponsorship statuses that are other than financial may be approved with not-for-profit organizations as permitted by IEEE policy.

703. Oversight. (amended 10 October 2018) The Conferences Board shall have responsibility for:
1. developing policies and procedures for Society technical meetings;
 2. reviewing and evaluating plans for proposed technical meetings and making recommendations to the Board of Governors;
 3. developing plans for new technical meetings to meet the requirements of the members and making recommendations to the Board of Governors;
 4. reviewing the Society's technical meeting portfolio and making recommendations to the Board of Governors and the Executive Committee to terminate sponsored or co-sponsored technical meetings, where appropriate;
 5. approving individuals to manage the technical meetings of the Society;
 6. coordinating the technical meetings calendar to assure compliance with IEEE rules and policies;
 7. making appropriate notifications to the Regions and Sections regarding technical meeting activities;
 8. overseeing the budgets of the technical meetings and reporting to the President-Elect;

9. providing representation to IEEE Technical Activities regarding Society technical meetings;
10. overseeing the activities of the planning committees for approved ICASSP and ICIPs.

An Executive Subcommittee shall assist the Conferences Board in the execution of its duties, as listed above, and shall make recommendations to the Conferences Board, as appropriate.

800.0 MISCELLANEOUS.

801. Endorsements. No Board or Committee of the Signal Processing Society shall have the authority to endorse nominations for IEEE Fellow. Individual members may endorse Fellow nominations, but an endorsement may not be made on behalf of the member's Board/Committee.

900.0 AMENDMENTS.

901. Bylaws. (amended 22 May 2019) Suitable proposed new Bylaws and amendments thereto may be adopted by a two-thirds vote of the members of the Board of Governors present at a regularly convened meeting of the Board, provided that notice of the proposed new bylaw or amendment has been transmitted to each Board member at least one week prior to such a meeting or by email, provided a seven-day period is allowed for such responses. In either event, the proposed new Bylaw or amendment shall not take effect until approved by the Vice President, Technical Activities in accordance with the process outlined in the TAB Operations Manual.

Following adoption by the Board of Governors, the proposed new Bylaw or amendment shall appear on the Society website.

902. Constitution. Amendments to the Constitution shall be made in accordance with the processes described therein.
903. Effective Date. (amended 22 May 2019) All amendments to the Bylaws shall become effective immediately upon approval by the Vice President, Technical Activities.
904. Interpretation. (amended 21 April 2018) Interpretation of the Society's controlling documents to the members and volunteers shall be carried out by the Bylaws Interpretation Standing Committee, as stipulated in Section 218 of these Bylaws.

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SPS Conflict Resolution Ad Hoc Committee Report

Background

This conflict resolution ad hoc committee was established to address a series of complaints and counter-complaints that assert unethical behaviours that violate SPS conformance with IEEE Bylaws, Code of Ethics and Code of Conduct in relation to remarks made about candidates running for SPS President-Elect.

13.3 of IEEE bylaws say that: “IEEE elections should be paragons of fairness, accuracy, truthfulness, transparency, consistency, and collegiality. The campaigning process must offer equal opportunity to all candidates, while promoting and maintaining mutual respect. The responsibility of maintaining these standards falls upon the candidates, the organizational units conducting the elections, officers, staff, volunteers, and all committees involved in managing and overseeing the election process.”

IEEE code of ethics states that “the members of the IEEE, in recognition of the importance of our technologies in affecting the quality of life throughout the world, and in accepting a personal obligation to our profession, its members and the communities we serve, do hereby commit ourselves to the highest ethical and professional conduct and agree to avoid injuring others, their property, reputation, or employment by false or malicious actions, rumours or any other verbal or physical abuses.”

The IEEE code of conduct says that “the means where the spreading of any malicious rumours, defamation or any other verbal abuses can take place by stating that they can be on the Internet or otherwise”.

Although the comments that have created the conflict in a WeChat group were in a private chat, IEEE social media operations and best practices recognize that privacy in social media is fuzzy and wrong perceptions may be created as a result.

The IEEE bylaws, in Section 9.28, explain the use of social media, and say that: “For the purposes of this policy, social media are defined as any forms of electronic communications ... that allow individuals to post and share content ..., and that allow other individuals to view, respond to and share this content further.”

This section refers to the IEEE Social Media Operations and Best Practices Guide, recently posted in the web (on February 2023), where IEEE encourages the use of social media to engage our target audiences. However, these guidelines remark that, “with online social networks, the lines between public and private, personal, and professional, are blurred. When a person identifies himself/herself with IEEE, perceptions may be created as a result – about IEEE and about the person’s expertise.”

Therefore, the ad hoc committee considers that, once the comments have been disclosed outside the WeChat group, and complaints have been filed, it is appropriate to study which recommendations can help to prevent such kinds of incidents and complaints from recurring.

While some of the allegations touch on election matters, the committee has focused on the specific complaints regarding conduct and ethics, which also entail privacy considerations. The main reason is that the ad hoc committee is not equipped to assess election interference and such aspects should be directed to IEEE’s Election Oversight Committee.

Process & Approach

The committee has carefully reviewed all 3 complaint documents, 4 counter complaint documents, and additional submitted materials, which are attached to this report, then met several times to discuss the primary issues and questions. Interviews were then conducted with all parties involved in the complaints, with key findings and recommendations summarised below. All the parties involved have agreed that their complaints and counter-complaints be shared with the SPS Board of Governors (BoG). At the request of one of the complainants, the analysis of his complaints has not been included, but has been distributed privately.

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This report addresses the conclusions of all the other complaints, and those complainants have agreed for this report to be shared with the SPS Board of Governors.

The committee acknowledges that truth has many edges and perspectives, and that we operate in a society with many different cultures and backgrounds, where the actions or words of others could be subject to misinterpretation. Based on our review of the materials and discussion with all parties, the ad hoc committee has decided that the conduct described is troubling with regard to SPS conformance with IEEE Bylaws, Code of Ethics and Code of Conduct. However, the conduct is not so severe that Bylaw 205 regarding temporary suspension or removal of an officer should be invoked. Rather, the ad hoc committee has decided that it would be in the Society's best interest to mediate a solution between all parties, with the understanding that the resolution may not be fully satisfactory to everyone, but with the hope of returning to normal operations and progress together professionally and harmoniously as a society. Additionally, several recommendations are put forward so that such issues could be avoided in the future, including developing better guidelines to clarify the expected behaviour of SPS officers and its members, as well as revised policies to strengthen the operation of the society.

Key Findings & Observations

It is the committee's view that the society is better served if all members and especially SPS officers refrain from making any negative comments about any of the candidates, in public or in private. Such comments can be taken out of context and misinterpreted, be distributed beyond those that the message was intended for and have other negative consequences. Furthermore, there can be confusion and misperceptions between the individual opinions and those as an IEEE representative.

Also, while there is no current policy disallowing SPS officers to nominate or endorse candidates for an elected position, the nomination rules for SPS President and President-Elect have led to perception of favouritism, which is not good.

IEEE social media operations and best practices recognize that privacy in social media is fuzzy and wrong perceptions may be created as a result. Although, there is no clear answer on social media chat forums being public or private, the ad hoc committee also recognizes that there must be respect and room for privacy and freedom of speech.

The committee does not believe that the actions taken by any party undermine the society or any of its boards. There is a process for the Board of Governors (BoG) to review the President-Elect candidates identified by the SPS Nominations and Appointments Committee, ask questions of the candidates, and ultimately approve the slate of candidates. While this is a good opportunity to learn more about the candidates' record and achievements, the committee does not consider the BoG review to be an appropriate forum to make accusations or delve into the pros and cons of any candidate. This year the BoG voted unanimously to approve the two nominated candidates to be on the election slate. Therefore, the ad hoc committee considers that the sentence: "So, this time it is very important to choose a competent next president" is expressed with an unfortunate wording, but within the context of the message, the committee believes that it does not undermine the BoG. The fact that the conflicting comments were a reaction and clarification to a previous message, encouraging one of the candidates on the WeChat forum, helps to understand the response message. However, the ad hoc committee recognizes that this response was written using unfortunate language.

There are complaints about spreading false information and defaming the society. While there was unfortunate behaviour and circumstances on all sides, we do not consider that anyone had an intent to spread false information or defame the society. The ad hoc committee concludes the same concerning the accusations about shadowing personal reputations, abuse of power, bullying, or harassment of any individual. During the interviews the ad hoc committee discovered that certain reactions in the sequence of events were perceived as disproportionate and unfair. These misperceptions ultimately led to the filing of complaints against one other. The ad hoc committee believes that differences in the linguistic and socio-

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cultural context has the potential to create misunderstandings and instigate reactions that are not received as intended, especially on asynchronous social media, which does not favour a better understanding of the situation in the face of a conflictive event, contributing to its escalation. This difference in cultures urges a global and cross-cultural society as SPS to work together to develop guidelines and policies to avoid such unfortunate incidents in the future.

Some aspects of this conflict appear to be rooted in the perception of fairness and diversity of the current awards nomination and selection process. There is no evidence of any wrongdoing and there are no claims that award recipients were not deserving of their award, but the society may consider reviewing in future the search and nominations process to ensure that there is sufficient diversity and fairness in the process, analogous to recent changes in the IEEE Fellow search and evaluation processes.

Above all, the committee would like to emphasise that the parties involved in this conflict are dedicated professionals with strong records of service to the society, and we believe that their strong sense of duty and responsibility as SPS officers led them to take certain actions. As leaders of our society, it is important that we all foster trust among one another and we must be able to seek, accept and offer honest criticism.

The ad hoc pursued and obtained statements of regret from some of the affected, all of which can be found in the corresponding attachments.

It is the hope of this committee that the parties involved, together with the SPS Board of Governors, could work together to develop guidelines and policies to avoid such unfortunate incidents in the future. Some specific recommendations for the SPS Board of Governors to consider are outlined in the next section.

Recommendations

The ad hoc committee recommends:

- Develop revisions to the society policies and procedures to clarify social media use and best practices, especially with regards to society officers and elections. As part of this, establish some ethical red lines that an IEEE SPS officer should not transgress either in private or in public. Additionally, ensure that there is proper training on such policies for all SPS officers.
- Adopt a policy that encourages SPS members to seek, accept, and offer honest criticism, to acknowledge and correct errors, to be honest and realistic in stating claims or estimates based on available data, and to properly credit the contributions of others. Trust among the members of the society must be promoted and reinforced as part of the society's operation.
- Revise the SPS policies to disallow the SPS President and President-Elect to nominate any candidates for society officer positions, including SPS President-Elect and VP positions. This is to mitigate any potential of perceived favouritism. Clarify in the SPS policies and procedures that respective officers or board members must disclose any potential conflicts of interest (whether it is real or perceived), as soon as possible and avoid it as much as possible.
- Revise the SPS policies to clarify that all disputes and complaints must be handled by appropriate channels and by officer(s) who do not have a conflict of interest, following the existing processes of the IEEE and the Society. For instance, any election-related disputes should be referred to the IEEE Election Oversight Committee. For ethics-related issues, these should follow the IEEE Ethical Reporting Line process. These channels are set up by the IEEE with the support of proper expertise and resources, including legal and ethics and ensuring consistency, and their respective committee members receive the required training to handle such matters. The Society can then execute actions concluded by the IEEE reviews.

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- Clarify in the SPS policies and procedures that any complaints, especially severe accusations, should be treated as sensitive and private matters and should be brought up through proper channels and handled by the appropriate IEEE process, as opposed to being shared with associated groups, committees, or boards.
- By opening the voting for the President-Elect to all SPS members, some weaknesses of the election process have surfaced. It is recommended that certain aspects of the process be examined including (a) establishing and publicising the elections calendar, including the slate of candidates once they are approved, and (b) developing a process for the society membership to engage directly in Q&A with candidates for President-Elect to mitigate undue influences.
- Review the current awards search and nomination processes in the future to ensure that there is sufficient diversity and fairness. Consider revisions to the process, as needed, perhaps taking inspiration from the recent changes in IEEE Fellow search and nomination process.

Conclusion

Based on our review of the materials and discussion with all parties, the ad hoc committee has decided that the conduct described is troubling regarding SPS conformance with IEEE Bylaws, Code of Ethics and Code of Conduct, but not so severe that Bylaw 205 regarding temporary suspension or removal of an officer should be invoked. However, the Committee was concerned with the conduct that was observed, which, if continued, could be considered a violation of the IEEE Code of Ethics.

This report will remain in IEEE files, as private, but available in case similar behaviour occurs in the future.

List of complaints and counter-complaints:

1st September, Athina Petropoulou filed a complaint against Min Wu:

[23-09-01 0341 complaint_Sep1_2023.pdf](#)

5th September, Sergios Theodoridis filed a complaint against Min Wu:

[23-09-05 0727 Complain.pdf](#)

5th September, Min Wu filed a counter-complaint against Athina Petropoulou

[23-09-05 1225 ComplaintSPS2309_WM_Counter.pdf](#)

7th September, Min Wu filed a counter-complaint against Sergios Theodoridis

[ComplaintSPS2309onST_WM_Counter.pdf](#)

13th September, Sergios Theodoridis filed a counter counter-complaint against Min Wu

[Counter complaint ST-13Sept_2023.pdf](#)

17th September, Nikos Sidiropoulus filed a complaint against Min Wu

[23-09-17 1313 Email – Complaint from Nikos](#)

18th September, Min Wu filed a counter-complaint against Nikos Sidiropoulus

[ComplaintSPS2309_AddressNS_WM.pdf](#)

This document has been submitted by the ad hoc committee comprised of: Anthony Vetro, Shri Narayanan and Ana Pérez-Neira, who was chosen to serve as chair, on September 29, 2023.

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IEEE CONFIDENTIAL – CONTROLLED DISTRIBUTION

1 May 2024

SENT VIA EMAIL: minwu@umd.edu

Min Wu
8223 Paint Branch Dr
College Park, MD 20742

RE: IEEE Case Nos. 1165, 1176, 1178, and 1273

Dear Min Wu,

My name is Mike Hinchey, and I am the Chair of the IEEE Conduct Review Committee (CRC). In that capacity, I am writing to inform you that the CRC has concluded its review of Case 1165, Case 1176, Case 1178, and Case 1273.

After careful review and investigation, the CRC has found the following:

- In the matter of Case 1165, which Nicholas Sidiropoulos filed against you, the CRC determined that Cause, as defined by IEEE Bylaw I-110.2, exists, and the report has been substantiated.
- In the matter of Case 1273, which Athina Petropulu filed against you, the CRC determined that Cause, as defined by IEEE Bylaw I-110.2, exists, and the report has been substantiated.
- In the matter of Case 1176, which you filed against Athina Petropulu, the CRC determined that Cause, as defined by IEEE Bylaw I-110.2, exists, and the report has been substantiated. As a result, the CRC has imposed appropriate disciplinary actions against Athina Petropulu.
- In the matter of Case 1178, which you filed against Sergios Theodoridis, the CRC determined that the available evidence did not support a finding of Cause. As such, this case has been dismissed and closed.

Related to Case 1165 and Case 1273, the CRC believes that your conduct violated the IEEE Code of Ethics, which states in relevant part:

We, the members of the IEEE, in recognition of the importance of our technologies in affecting the quality of life throughout the world, and in accepting a personal obligation to our profession, its members and the communities we serve, do hereby commit ourselves to the highest ethical and professional conduct and agree:

I. To uphold the highest standards of integrity, responsible behavior, and ethical conduct in professional activities.

II. To treat all persons fairly and with respect [...]

II.9. To avoid injuring others, their property, reputation, or employment by false or malicious actions, rumors [...]

III. To strive to ensure this code is upheld by colleagues and co-workers.

In particular, the CRC found that you:

- Acted inappropriately by posting messages on social media, which disparaged Mr. Sidiropoulos's character and harmed his reputation; and
- Improperly used your authority as the 2023 president-elect of the Signal Processing Society (SPS) to influence voters in the 2023 SPS election by posting false or misleading comments on social media; and
- Retaliated against SPS members by escalating complaints against those who reported your misconduct; and
- Misused the IEEE Ethics Reporting Line by filing multiple complaints that included excessively exaggerated and inflammatory characterizations of people and actions for the seeming purpose of deflecting from your misconduct.

The CRC noted that IEEE members serving as society officers are held to the highest ethical standards of conduct, and that your conduct did not meet this expectation. Moreover, the CRC found your messages posted to multiple accessible social media groups, discrediting a candidate during an election cycle, to be unfitting for a society officer.

Furthermore, your refusal to apologize or to accept responsibility for the harm that your actions caused to others, to the society, and to IEEE greatly contributed to the escalation of these matters.

Accordingly, the CRC approved the following disciplinary actions, effective immediately on 1 May 2024:

1. Issuance of this communication, which shall serve as a Warning Letter; and further
2. Bar Min Wu from serving in any IEEE leadership position, permanently. This disciplinary action applies to all current and future IEEE leadership positions, including but not limited to:
 - President, Signal Processing Society
 - Duties fulfilled by the Past President, Signal Processing Society
 - Chair, Nominations and Appointments Standing Committee, Signal Processing Society
 - Ex Officio Member, Technical Activities Board
 - Chair, Fellows Nominations and Appointments Subcommittee for the Fellows Community

As a reminder, it is the policy of the IEEE Conduct Review Committee to maintain strict confidentiality regarding ethics reports, investigations, and outcomes. All discussions regarding this issue were held in Executive Sessions and are considered attorney privileged. We ask you not to disclose the details of these matters further.

On behalf of the CRC, I would like to remind you of our collective obligations under the IEEE Code of Ethics to “*uphold the highest standards of integrity, responsible behavior, and ethical conduct*”. It is our hope that you will approach your future interactions with all IEEE members with respect, professionalism, fairness, and humility in all circumstances.

Regards,

A handwritten signature in blue ink, appearing to read 'Mike Hinchey', with a stylized flourish at the end.

Mike Hinchey

Chair, IEEE Conduct Review Committee

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IEEE Ethics and Member Conduct Committee – Operations Manual

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS
ENGINEERS, INC.

3 Park Avenue, 17th Floor
New York, N.Y. 10016-5997, U.S.A.

Approved by the IEEE Board of Directors and incorporating revisions through June
2023.

IEEE ETHICS AND MEMBER CONDUCT COMMITTEE OPERATIONS MANUAL

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SECTION 1 – INTRODUCTION

1.1 Vision – Ethics and Member Conduct Committee

A world in which engineers and scientists are respected for their exemplary ethical behavior, and the IEEE and its Ethics and Member Conduct Committee (EMCC) are recognized as a major driving force in this regard.

1.2 Mission – Ethics and Member Conduct Committee

The Ethics and Member Conduct Committee advises the Board of Directors on ethics policy and concerns, fosters awareness on ethical issues, and promotes ethical behavior among individuals and organizations working within the IEEE fields of interests.

1.3 Scope

IEEE Bylaw I-305.6

“The Ethics and Member Conduct Committee shall make recommendations for policies and/or educational programs to promote the ethical behavior of members, non-members, and staff, and shall consider instituting proceedings, as defined in IEEE Bylaws I-110 and I-111, related to matters of member and officer discipline and requests for support.

The Committee shall be responsible for determining or recommending sanctions, as defined in IEEE Bylaw I-110, and other disciplinary actions against members found to have been responsible for misconduct. For non-members found to have been responsible for misconduct while participating in an IEEE activity, the Committee shall be responsible for determining disciplinary actions.

Neither the Ethics and Member Conduct Committee nor any of its members shall solicit or otherwise invite complaints, nor shall they provide advice to individuals regarding complaints, except they may provide information on the IEEE process for reporting misconduct.”

The EMCC shall not be the arbiter of disputes between two or more parties. The EMCC's role is to address matters of member conduct and to review alleged misconduct of individual IEEE members, or non-members participating in an IEEE activity, to determine whether Cause exists. Cause, as defined in IEEE Bylaw I-110.2, means a “material violation of the IEEE Code of Ethics, or a material violation of the IEEE governing documents, IEEE Operations Manuals, and other internal and external rules and regulations that affect the membership and activities of IEEE, or other conduct that is seriously prejudicial to IEEE.”

1.4 Designated Responsibilities

Within the Governing Documents, EMCC has several areas of responsibility.

1.4.1 Bylaw I-110. Misconduct Complaints and Support

As outlined in Bylaw I-110 and Policy 7.10, the EMCC has responsibility for receiving and acting on requests regarding Misconduct Complaints.

As outlined in Bylaw I-110 and Policy 7.11, the EMCC has responsibility for receiving and acting on requests regarding Ethical Support.

1.4.2 Bylaw I-111. Removal or Suspension of Delegates, Directors, and Officers

As outlined in Bylaw I-111, the EMCC has responsibility for reviewing a complaint signed by at least three members of the Board of Directors against any Officer elected by the IEEE Assembly or the voting members.

1.4.3 Audit Committee Referrals

Under Policy 9.9, Conflict of Interest, the EMCC may receive cases referred from the Audit Committee.

1.4.4 Election Oversight Committee Referrals

Under Policy 13.3(G) paragraphs 1, 2, 3, the EMCC may receive cases referred from the Election Oversight Committee.

1.4.5 Other Referrals

The EMCC may respond to other requests for assistance from other IEEE Organizational Units as appropriate.

1.4.6 Oversight of Policies

The EMCC has oversight of Policy 9.26, Civility, and Policy 9.27, Discrimination and Harassment, with respect to IEEE members, and non-members participating in IEEE activities.

1.5 Limits to Activities

IEEE Constitution, Article 1, Section 2, "The IEEE shall not engage in collective bargaining on such matters as salaries, wages, benefits, and working conditions, customarily dealt with by labor unions."

1.6 Governance

The policies, procedures, and rules of operation by which the IEEE and the Ethics and Member Conduct Committee are governed are embodied in the following documents:

- IEEE Certificate of Incorporation (legally establishes the IEEE under New York State Not for Profit Law)
- IEEE Constitution (contains IEEE's fundamental objectives and organization and is approved by the voting members of IEEE)
- IEEE Bylaws (govern the implementation of Constitutional provisions in specific organizational structures and are approved by the IEEE Board of Directors)

- IEEE Policies (provide more detailed statements of IEEE-wide policies and objectives than are appropriate for inclusion in the Constitution and Bylaws and are approved by the IEEE Board of Directors)
- Operations Manuals (provide more detailed statements of the procedures used by the different Major Boards, Committees, and sub-committees).

1.7 Ethics and Member Conduct Committee Operations Manual

The IEEE Ethics and Member Conduct Committee Operations Manual describes the principal functions, activities, and administrative processes of the EMCC. It is intended to provide a guide for consistent application of practices and procedures by the EMCC members and IEEE staff.

Each new member will be provided with the link to the EMCC Operations Manual. It is expected that each member of the EMCC will read the EMCC Operations Manual and use it as a guide in the deliberations of the EMCC.

1.8 Approval of and Changes to the EMCC Operations Manual

Modifications to this document shall be recommended by the EMCC to the IEEE Board of Directors for their approval in accordance with IEEE Bylaw I-304.8.

SECTION 2 – MEMBERSHIP AND ADMINISTRATION

2.1 Membership

In accordance with IEEE Bylaw I-305. 6, the IEEE Ethics and Member Conduct Committee (EMCC) shall consist of not more than ten (10) voting members that shall include the Chair, Vice Chair, and seven (7) members, all of whom shall be appointed by the Board of Directors, and the Chair of the EMCC Conduct Review Committee, who shall be appointed by the EMCC Chair.

Members of the IEEE Board of Directors may not simultaneously serve as members of the EMCC. Members of the EMCC may not serve simultaneously on the Conduct Review Committee (CRC), with the exception of the CRC Chair, as stated in IEEE Bylaw I-305.6. The EMCC membership should include IEEE members with experience in, and knowledge of, the major organizational units of IEEE.

The EMCC shall have at least one member who obtained his or her first collegiate degree within the last fifteen years at the time of appointment and who is at Graduate Student Member, Member grade or higher (Bylaw I-304.2(c)).

2.2 Terms

The Chair serves a one-year term and may be reappointed for one additional term. Members serve one two-year staggered term and may be reappointed up to the term limit of two consecutive terms.

2.3 Vacancies

In the absence or incapacity of the Chair, the Vice Chair shall assume the duties of the Chair.

If a Committee Member is unable to continue in a given year, IEEE Nominations and Appointments Committee will recommend an alternate approved by the Board of Directors if requested by the EMCC.

2.4 Responsibilities of Committee Members

2.4.1 Chair

- Calls and presides over the EMCC meetings.
- Reviews and acknowledges member conduct complaints and ethical inquiries to the EMCC.
- Appoints subcommittees as needed.
- Prepares and works with the EMCC staff on finalizing meeting agendas.
- Reviews draft meeting minutes and actions items with the EMCC staff.
- Assists staff and committee members with any submissions to the IEEE Board of Directors.
- Prepares an annual report on activities of the EMCC, or as requested by the IEEE Board of Directors.

- Works with staff to adhere to the approved annual budget.
- Addresses other duties as assigned by the Board of Directors.

2.4.2 Vice Chair

- Assists the EMCC Chair in carrying out EMCC business.
- Undertakes the responsibilities and activities expected of EMCC members.
- Acts on behalf of the Chair in the event of his/her temporary absence.

2.4.3 Members

- Conduct investigations of member conduct complaints as needed and prepares reports on findings through the Conduct Review Committee.
- Review agenda material prior to each meeting.
- Attend EMCC meetings and teleconferences as called by the Chair (typically monthly) and subcommittee Chairs.
- Actively participate in discussions.
- Perform such duties as assigned by the Chair.

2.4.4 Staff Secretary

- Assists the EMCC in administrative matters.
- Archives the EMCC meeting minutes, agendas, and case information.
- Maintains the EMCC webpage.
- Answers routine inquiries by and to the EMCC.
- Assists in developing of, and adherence to, the EMCC budget.

2.4.5 Board Coordinator

The IEEE Board of Directors appoints one of its members as a Board Coordinator who may attend EMCC meetings as a non-voting ex-officio liaison and who shall serve as a direct line of communication between the EMCC and the IEEE Board of Directors.

2.5 Meetings

2.5.1 Types of Meetings

- a. Teleconferences. The EMCC typically holds monthly teleconferences. Additional teleconferences may be held dependent upon caseload.
- b. In-person meetings. The EMCC may hold an in-person meeting if needed. The time and location shall be determined at the EMCC's discretion.

2.5.2 Parliamentary Procedure

Unless otherwise specified in the IEEE Bylaws, Policies or this Manual, Roberts Rules of Order (latest edition) shall be used to conduct business at the EMCC meetings.

2.5.3 Quorum

A majority of the voting members of the EMCC shall constitute a quorum.

2.5.4 Actions of the Committee

Unless otherwise specified in the IEEE governance documents, a vote of the majority of the voting members of the EMCC present at the time of the vote, provided there is a quorum, shall constitute an act of the EMCC.

2.6 Committee Communications

2.6.1 Confidentiality

Due to the sensitive nature of ethics complaints, all committee correspondence, discussions, and deliberations shall be kept confidential.

2.6.2 Electronic

It shall be incumbent on the Chair to determine any guidance that may be necessary in order to proceed with each case. The EMCC business shall be conducted electronically whenever possible, keeping in mind the strict confidentiality of some of the EMCC's material.

2.6.3 Email

The EMCC has two email addresses; one is for the exclusive use of the EMCC and the other for IEEE members and the public. The EMCC members shall be cognizant of the "IEEE Electronic Mail Policies" and "IEEE Computer Policy".

- a. EMCC Email Alias. The EMCC uses a committee email address for communications and discussion purposes. The alias list is sent to everyone on the committee roster, including the IEEE Board coordinator and the EMCC staff support. The alias is not publicized.
- b. Public Email Alias (ethics@ieee.org). The public email alias has been established to allow IEEE members and non-members to contact the committee. Messages to this alias are sent to the EMCC's Staff Secretary who responds to routine requests for information. Correspondence through this alias is shared with the EMCC for additional response if necessary.

2.6.4 Minutes

Meeting minutes and action items are prepared after the EMCC meeting or teleconference and normally approved at the following meeting.

2.6.5 Website

The EMCC website shall be maintained to provide information on the EMCC, IEEE Code of Ethics, related IEEE Bylaws and Policies, archives of Ethics articles in “The Institute” and other ethics resources. EMCC staff shall maintain the site under the direction of the EMCC. The EMCC website will include a list of the ethics activities across the IEEE, and EMCC will annually review the accuracy and currency of that list by soliciting comments from the respective sources of information. The URL is www.ieee.org/ethics.

2.6.6 EMCC Materials

The EMCC shall maintain and provide electronic copies of the IEEE Code of Ethics, in a format suitable for public and private display, to IEEE members and the public upon request.

2.6.7 EMCC Communications to IEEE Members

- a. Once each calendar year an e-notice shall be distributed digitally to the IEEE membership, which will include IEEE hyperlinks to the relevant IEEE and EMCC documents (such as the IEEE Code of Ethics and the EMCC Operations Manual).
- b. The EMCC Chair, or an EMCC member assigned by the Chair, is encouraged to participate in a meeting of each Region/Division and to give an EMCC presentation should the Region/Division Director consider it appropriate.

2.7 Financial Matters

2.7.1 Budget

The EMCC Chair and staff shall work within the normal IEEE Budget Development Process to develop a budget for the ensuing year. Details of the IEEE budget process are located in Section 2 of the IEEE Finance Operations Manual.

The EMCC budget covers the following:

- Volunteer and staff travel
- Meeting expenses (meeting room fees, etc.)
- Student Ethics Competitions
- IEEE Award for Distinguished Ethical Practices (award and travel expenses per IEEE Policy 11.6)
- Production of educational materials
- Special projects
- Other reasonable expenses (e.g., overnight mail)

2.7.2 Expense Reporting/Travel Reimbursement

The EMCC members shall familiarize themselves with the guidelines and procedures contained in the current IEEE Finance Operations Manual for reimbursement of authorized travel expenses.

SECTION 3 – AWARDS

3.1 IEEE Award for Distinguished Ethical Practices

3.1.1 Description of the Award

The IEEE Award for Distinguished Ethical Practices is presented for (a) exemplary ethical behavior/practices and/or (b) persuasive advocacy or promotion of ethical behavior/practices.

The award consists of a plaque. Reasonable travel costs for the awardee to attend the award ceremony are also provided.

3.1.2 Justification

There exists a need in IEEE to recognize an IEEE member or an organization employing IEEE members for (a) exemplary ethical behavior/practices and/or (b) persuasive advocacy or promotion of ethical behavior/practices.

3.1.3 Basis for Judging and Selection

Nominations for the award are required and shall include evidence of (a) exemplary ethical behavior/practices or (b) persuasive advocacy of ethical behavior/practices reflecting the relationships of that behavior or those practices to the IEEE Code of Ethics.

3.1.4 Eligibility

A member of the IEEE, a group of IEEE members, or an organization that employs IEEE members, can be nominated for the award. There are no restrictions as to IEEE membership grades.

Eligibility limitations adhere to IEEE Policy 4.4.H.

“Individuals serving on any board or committee involved at any stage of the recipient selection or approval process for an award shall be ineligible to receive, or act as a nominator or reference for that award. This conflict-of-interest limitation shall apply to all awards given by the IEEE or any of its organizational units”.

3.1.5 Frequency

This award is presented annually, unless EMCC determines that a suitable candidate is not available for a specific year.

3.1.6 Award Citation

The person originating the nomination may propose the award citation. EMCC will review and modify the citation as appropriate.

3.1.7 Presentation

The award shall be presented at a meeting hosted by the IEEE Board of Directors, preferably the annual IEEE Honors Ceremony or another event mutually agreed upon by the awardee and EMCC.

3.1.8 Funding and Budget

The award will be funded through the EMCC budget, including the cost of the certificate and reasonable travel costs for the awardee.

3.1.9 Nominations

Nominations of candidates for this award shall be made on nomination forms available from the IEEE Staff person for EMCC and on the EMCC website (www.ieee.org/ethics).

Nominations should be solicited by suitable notices placed in IEEE publications, such as “IEEE Spectrum,” “The Institute,” and newsletters of the Regions, Sections, and Societies.

Any person (member or non-member) may nominate or support a candidate for this award. Self-nominations are not allowed.

3.1.10 Selection Subcommittee

The EMCC chair will appoint a Selection Subcommittee when there is at least one nomination for the IEEE Award for Distinguished Practices to be reviewed.

The Selection Subcommittee shall screen the nominations and make a recommendation to the EMCC for its approval. The EMCC shall make a recommendation to the IEEE Board of Directors for its approval.

The subcommittee shall only consider nominees who meet the eligibility and selection criteria described in IEEE Policy 4.4.H and Sections 3.1.3 and 3.1.4.

3.1.11 Schedule

The deadline for nominations is July 1st. The presentation of the award shall be made the following year.

3.1.12 Publicity

Publicity for the IEEE Award for Distinguished Ethical Practices should include a call for nominations, an announcement of award recipient(s), and an announcement of the presentation of the award.

SECTION 4 – ETHICS EDUCATION

4.1 IEEE Student Ethics Competition

4.1.1 Overview

The IEEE Student Ethics competition is sponsored by EMCC. It was developed for use at IEEE Student events to encourage the study and awareness of professional ethics by IEEE Student and Graduate Student Members. The competition includes a presentation and defense of a case analysis by teams of students. Specific objectives of the competition program are:

- a. To foster familiarity with the IEEE Code of Ethics and ethical concepts,
- b. To promote a model for discussing and analyzing ethical questions, and
- c. To provide experience in applying ethical concepts to typical professional situations.

4.1.2 Funding

The EMCC will provide funding for up to 10 events involving Student Branches/Chapters each year as part of its budget.

Approved events shall be funded per a schedule developed by EMCC. All funding shall be used for Student Branch/Chapter activities and shall follow the process described in the IEEE Finance Operations Manual.

The funding request form shall be available through the EMCC website (www.ieee.org/ethics) and submitted to the EMCC. The funding will be used for awards to be given to the winning Student Branches/Chapters.

4.1.3 Participant Eligibility

Participants must be IEEE Student or Graduate Student Members in good standing and must satisfy all applicable conditions for participation.

4.1.4 Guidelines

The EMCC shall maintain a list of competition guidelines which will be available through the EMCC website (www.ieee.org/ethics).

4.1.5 Competition Approval

The EMCC shall appoint one of its members to serve as the Student Ethics Competition Coordinator. The Student Ethics Competition Coordinator shall be responsible for review and approval of prospective Student Ethics Competitions, in consultation with the EMCC Chair.

SECTION 5 – CONDUCT REVIEW COMMITTEE

5.1 Conduct Review Committee (CRC)

5.1.1 Scope

The Conduct Review Committee (CRC) is a committee of the EMCC and shall review complaints alleging misconduct by a member, or a non-member participating in an IEEE activity.

5.1.2 Composition

The voting members of the CRC shall consist of not more than fifteen (15) members, including the Chair and Vice Chair, and shall not be members of the Board of Directors.

The Chair of the CRC shall be a member of the EMCC and shall not have a vote on CRC decisions made by the EMCC. Members of the CRC shall be appointed by the EMCC Chair from a slate recommended by the IEEE Nominations and Appointments Committee.

5.1.3 Terms

Members shall serve three-year terms and may serve up to two consecutive terms. The Chair shall serve a one-year term with reappointment permissible for one additional term.

5.1.4 Qualifications

The CRC's ability to create an open environment where individuals feel comfortable with diverse perspectives is critical to the success of this program. CRC candidates should represent the diversity of the IEEE community.

Members of EMCC may not serve simultaneously on the Conduct Review Committee (CRC), with the exception of the CRC Chair, as stated in IEEE Bylaw I-305.6.

All CRC members shall be IEEE members of Senior or Fellow Grade. Additional qualifications to serve as a CRC member may include, but are not limited to, past volunteer leadership positions in IEEE, experience in dispute resolution, human resources, or member conduct processes within IEEE.

CRC members must be prepared to serve on short-notice and be willing to meet established deadlines for timely resolution of complaints.

The CRC Chair should have experience on the CRC.

The position description for the CRC members can be found in the Conduct Review Committee Operations Manual.

5.1.5 Vacancies

Should a vacancy occur in the office of the CRC Chair due to incapacitation or other reasons, the Vice Chair shall fill the vacancy. The IEEE N&A process will be used to fill the role of Chair at the end of that year with confirmation by the EMCC Chair.

If a Committee Member is unable to continue in a given year, IEEE N&A will recommend an alternate if requested by the CRC.

5.1.6 Functions

A Review Panel shall be formed by the CRC Chair for each complaint received by CRC within seven (7) days from the receipt of the complaint. The Review Panel shall conduct a review of the complaint as defined in IEEE Bylaws I-110 and IEEE Policies 7.10.

Each Review Panel shall consist of three (3) CRC members and one (1) alternate CRC member, who shall serve if necessary. The CRC, led by the CRC Chair, shall have oversight of each Review Panel to ensure consistency of and compliance with the review process.

All CRC members shall be trained in IEEE's policies, applicable laws, and conduct review procedures.

5.1.7 Reports

The CRC shall produce a year-end report for inclusion in the EMCC year-end report.

5.1.8 Conduct Review Committee Operations Manual

5.1.8.1 Introduction

5.1.8.1.1 Formation

The Conduct Review Committee (CRC) was established by the IEEE Board of Directors on 29 June 2020 as a Committee of the Ethics and Member Conduct Committee (EMCC) and is responsible to the Board through IEEE Policy 7.10.

5.1.8.1.2 Purpose

The Conduct Review Committee (CRC) shall review complaints alleging misconduct by a member, or a non-member participating in an IEEE activity.

The Conduct Review Committee shall consider only complaints submitted through the IEEE Ethics Reporting Line, <http://www.ieee-ethics-reporting.org/>, which is publicly available on IEEE's website.

The CRC's ability to respond to complaints in a timely manner, represent the diversity of the IEEE community, and operate in an open environment where individuals feel comfortable with diverse perspectives, is critical to the success of this Committee.

The contents of complaints, the identity of the persons involved, and the scope of any related inquiries shall remain confidential, except as required by law or if such disclosure is required for the equitable and expeditious review of the complaint in accordance with the procedures set forth in IEEE Policy 7.10.

5.1.8.1.3 Governance

The policies, procedures, and rules of operation by which IEEE, the Ethics and Member Conduct Committee, and the Conduct Review Committee are governed are embodied in the following documents:

- IEEE Certificate of Incorporation (legally establishes the IEEE under New York State Not for Profit Law)
- IEEE Constitution (contains IEEE's fundamental objectives and organization and is approved by the voting members of IEEE)
- IEEE Bylaws (govern the implementation of Constitutional provisions in specific organizational structures and are approved by the IEEE Board of Directors)
- IEEE Policies (provide more detailed statements of IEEE-wide policies and objectives than are appropriate for inclusion in the Constitution and Bylaws and are approved by the IEEE Board of Directors).

5.1.8.1.4 Operations Manual Revisions

Revisions to this manual shall be approved by the EMCC and submitted to the IEEE Board of Directors for approval.

5.1.8.2 General

5.1.8.2.1 Conduct Review Committee and Panels

The CRC, led by the CRC Chair, shall have oversight of each Review Panel to ensure consistency of and compliance with the review process.

The full CRC shall meet at least once a quarter to have the Review Panels provide the status and disposition of the cases.

Members of the CRC or the Review Panels may participate in a meeting of such committee or panels by using conference telephone, electronic conferencing, electronic video screen, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence of the person in the meeting.

All meetings of the CRC and the Review Panels will be held in executive session.

For each complaint received, a Review Panel shall be formed by the CRC Chair from the pool of CRC members.

Each Review Panel shall consist of three (3) CRC members and one (1) alternate CRC member, who shall serve if necessary. The Chair of each Review Panel shall be chosen by its members.

CRC members shall recuse themselves, or be recused by the CRC Chair, from service on a Review Panel if there is a conflict of interest or a lack of impartiality.

The number and nature of complaints will be highly variable and are received on a rolling basis. Individuals serving in this role will need the time and flexibility to assess complaints against strict timelines.

5.1.8.2.2 Training

All CRC members shall be trained in IEEE's policies, applicable laws, and conduct review case management procedures by the IEEE Legal and Compliance department staff. Additional training on the processes associated with the operation of the Committee and the safekeeping of information generated by the Committee will be delivered by Corporate Governance staff.

5.1.8.2.3 Annual Reporting of Outcomes

The CRC will produce an annual report of all Conduct Review Panel activity and outcomes to be presented to the EMCC for inclusion in its year-end report to the IEEE Board of Directors. The CRC report should include, among other elements, the following actual results against the defined metrics within IEEE Policy 7.10:

- number of cases received
- number of cases amicably resolved
- number of appeals filed
- number of days for Legal review from date of complaint
- number of days from receipt of complaint by CRC to formation of a Review Panel
- number of days for Review Panel to initially review the case
- number of days for Review Panel to perform a formal review
- number of days for Review panel to provide a final recommendation
- number of days for the CRC to review the final recommendation and provide its recommendation to the parties
- number of days for the EMCC to review appeals

5.1.8.3 Misconduct Complaint Process

[See Appendix I for an outline of the process and its timing]

Throughout this Operations Manual, the term "in writing" shall be interpreted to include any form of electronic communication.

Within ten (10) business days after the receipt of the complaint, it shall be reviewed by the IEEE Legal and Compliance Department for appropriate assignment within IEEE.

Employee related disputes, standards development disputes, disputes related to conferences, society-society disputes, scholarly publication misconduct, and inappropriate financial activities, may be directed for review and action to the Organizational Unit within IEEE charged with overseeing the issue(s) related to the misconduct or dispute.

All other complaints made with respect to misconduct shall be reviewed by the IEEE Ethics and Member Conduct Committee (EMCC) through its Conduct Review Committee (CRC). IEEE Staff (as non-members) are encouraged to report their complaints to the IEEE Human Resources department. Should an IEEE Staff member choose to use the Misconduct Complaint process, an IEEE Human Resource staff member will assist the IEEE staff complainant throughout the process.

The complaint will be forwarded to the CRC Chair and the Corporate Governance Staff member for assignment and review by the Review Panel.

The Conduct Review Committee shall form a Review Panel within seven (7) business days of receipt of the complaint from IEEE Legal and Compliance. The Review Panel shall be provided with the case information and shall review and follow the procedures outlined in IEEE Policy 7.10.

During the review period, the Review Panel may, at its discretion:

- a. Interview or obtain written information from members, volunteers, IEEE staff, and others mentioned in the complaint;
- b. Identify additional witnesses or documents related to the allegations in the complaint; and/or
- c. With the support of IEEE Legal and Compliance, notify or contact third parties as may be appropriate due to the nature and contents of the complaint.

To the extent possible, all relevant information (including, but not limited to, memorializing interviews) obtained by the Review Panel shall be reduced to writing and included in the complaint file.

The Review Panel shall be assisted by the CRC Chair in all respects. The Chair and the Review Panel can consult with IEEE staff or outside advisors identified by the IEEE staff, as applicable.

5.1.8.4 Determination of Conduct Review Panel

All applicable parties shall be notified in writing by the CRC Chair. Thereafter, in accordance with IEEE Policy 7.10, Section G.2, if sufficient evidence of misconduct was found, the Review Panel shall provide a written recommendation to the CRC for member or non-member disciplinary action or for potential member sanctions (as defined in IEEE Bylaw I-110).

The Review Panel shall conduct a review of the complaint within fifteen (15) business days of its receipt of the complaint to determine if there is sufficient evidence of misconduct as defined in IEEE Bylaw I-110.

Notifications of the Review Panel determinations shall be provided as outlined in Policy 7.10 and, unless stated or required otherwise, can be sent via letter, email or through the ethics-reporting-line, in accordance with IEEE Policy 7.10, Section E.5.

If sufficient evidence of misconduct was not found, the case shall be considered unsubstantiated and closed. The complainant will be notified via an update to the case in the Ethics Reporting Line, <http://www.ieee-ethics-reporting.org/>.

In accordance with IEEE Policy 7.10, Section E.6 and E.7, if sufficient evidence of misconduct was found and if the Review Panel and the parties were able to amicably resolve the complaint, the case shall be updated in the ethics reporting line system, <http://www.ieee-ethics-reporting.org/> with the final outcome and closed.

In accordance with IEEE Policy 7.10, Section E.8, if sufficient evidence of misconduct was found and the parties were not able nor inclined to amicably resolve the complaint, the complaint will move forward for further review.

The Review Panel shall have thirty (30) business days following its determination of sufficient evidence of misconduct to complete its further review of the complaint. The contents of the complaint shall be provided to the subject of the complaint by the Review Panel (IEEE Policy 7.10, Section F.1).

If the complainant is requested to provide further information, the written request will be sent by the CRC Chair and the Review Panel (IEEE Policy 7.10, Section F.3.c).

The Review Panel shall provide its final recommendation regarding misconduct to the CRC within ten (10) business days of completing its review, in writing (IEEE Policy 7.10, Sections G.3).

The Review Panel recommendation shall be reviewed by the CRC Chair, the EMCC Chair, and IEEE Legal and Compliance (IEEE Policy 7.10, Section G.4).

5.1.8.5 Disciplinary Actions

If misconduct was found and in accordance with IEEE Policy 7.10, Section G.2, the Review Panel shall provide a recommendation for member or non-member disciplinary action (as defined in the *CRC Operations Manual*) or for potential member sanctions (as defined in IEEE Bylaw I-110). The sanctions and disciplinary actions available for member misconduct are as follows:

Member sanctions are defined in IEEE Bylaw I-110:

- Censure
- Revocation
- Suspension
- Expulsion

The term of these sanctions would be determined by a hearing board and approved by the IEEE Board of Directors, per IEEE Policy 7.10, Section O.4.

Member or Non-Member Disciplinary Actions which are recommended by the Review Panel shall be reviewed by the CRC Chair, the EMCC Chair, and IEEE Legal and Compliance for clarity, consistency, and compliance with the procedures for the review of complaints.

Potential disciplinary actions are as follows:

- Warning letter
- Removal or barring from one or more leadership positions for a specified time period or permanently
- Removal or barring from a volunteer position for a specified time period or permanently
- Restriction or denial of access to IEEE resources (e.g., funds) for a specified time period or permanently
- Denial of access to IEEE meetings, conferences, and events for a specified time period or permanently
- Ban on featuring member in IEEE media or as Conference/Workshop keynote speaker for a specified time period or permanently

5.1.8.6 Notification of Disciplinary Action and Appeals

Within ten (10) business days of receiving the Review Panel recommendation, the CRC shall notify the parties of the complaint of the decision of the CRC and any disciplinary action to be taken against the subject of the complaint.

This shall be done in writing by the CRC Chair (IEEE Policy 7.10, Section H.1).

If there is no appeal of the CRC decision, then in accordance with IEEE Policy 7.10, Section H.2, the complaint shall be considered resolved and the case file updated with the final decision in the ethics reporting line system, <http://www.ieee-ethics-reporting.org/>.

The parties of the complaint shall be notified of the final disposition of the case, in writing by the CRC Chair. (IEEE Policy 7.10, Section H.2).

If the CRC decision is to pursue potential sanctions, the CRC decision shall be forwarded to the EMCC, in writing, by the CRC Chair (IEEE Policy 7.10, Section H.2.a).

If either or both of the parties to the complaint appeal the CRC decision of disciplinary action or potential sanctions, any appeal(s) must be sent, in writing, to the EMCC Chair within fifteen (15) business days (IEEE Policy 7.10, Section H.2.b).

The EMCC shall have fifteen (15) business days to review any appeal(s) and CRC decision(s) to pursue potential sanctions. The EMCC can adopt, amend, or reject the appeal(s) or potential sanctions decision(s) (IEEE Policy 7.10, Section H.2.c).

If EMCC's review of the CRC decision results in its recommendation for potential sanctions then, within ten (10) business days, the EMCC Chair shall notify the parties to the complaint, in writing, of the decision to request the formation of a hearing board to determine potential sanctions (IEEE Policy 7.10, Section I).

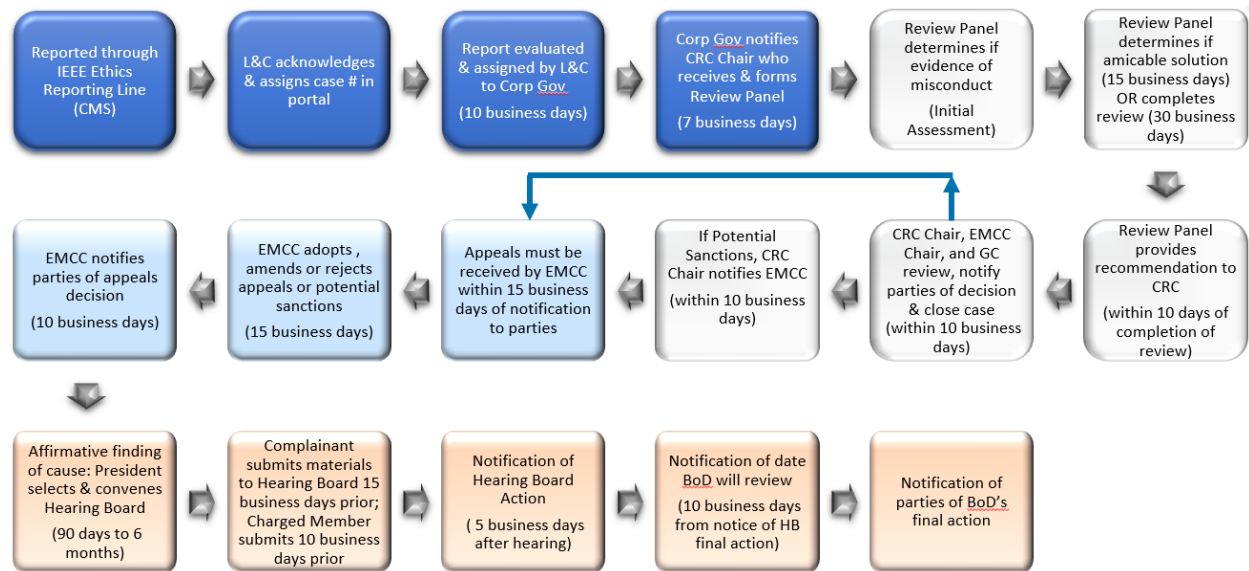
If the recommendation is to not pursue potential sanctions, the complaint shall be considered resolved, the case file updated with the final decision in the ethics-reporting-line system, and the parties of the complaint shall be notified of the final disposition of the case, in writing by the EMCC Chair (IEEE Policy 7.10, Section H.2.d).

5.1.8.7 Decision Implementation

Once the final decision is made by the CRC, the EMCC, or ratified by the IEEE Board of Directors, as applicable, Corporate Governance staff shall coordinate with the relevant volunteers and IEEE staff to implement the decision.

APPENDIX I

Process Flow



CRC – Conduct Review Committee (Committee of EMCC)

EMCC – Ethics & Member Conduct Committee

L&C – Legal & Compliance

APPENDIX II

IEEE Code of Ethics

We, the members of the IEEE, in recognition of the importance of our technologies in affecting the quality of life throughout the world, and in accepting a personal obligation to our profession, its members and the communities we serve, do hereby commit ourselves to the highest ethical and professional conduct and agree:

I. To uphold the highest standards of integrity, responsible behavior, and ethical conduct in professional activities.

1. to hold paramount the safety, health, and welfare of the public, to strive to comply with ethical design and sustainable development practices, to protect the privacy of others, and to disclose promptly factors that might endanger the public or the environment;
2. to improve the understanding by individuals and society of the capabilities and societal implications of conventional and emerging technologies, including intelligent systems;
3. to avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist;
4. to avoid unlawful conduct in professional activities, and to reject bribery in all its forms;
5. to seek, accept, and offer honest criticism of technical work, to acknowledge and correct errors, to be honest and realistic in stating claims or estimates based on available data, and to credit properly the contributions of others;
6. to maintain and improve our technical competence and to undertake technological tasks for others only if qualified by training or experience, or after full disclosure of pertinent limitations;

II. To treat all persons fairly and with respect, to not engage in harassment or discrimination, and to avoid injuring others.

7. to treat all persons fairly and with respect, and to not engage in discrimination based on characteristics such as race, religion, gender, disability, age, national origin, sexual orientation, gender identity, or gender expression;
8. to not engage in harassment of any kind, including sexual harassment or bullying behavior;
9. to avoid injuring others, their property, reputation, or employment by false or malicious actions, rumors or any other verbal or physical abuses;

III. To strive to ensure this code is upheld by colleagues and co-workers.

10. to support colleagues and co-workers in following this code of ethics, to strive to ensure the code is upheld, and to not retaliate against individuals reporting a violation.

Adopted by the IEEE Board of Directors and incorporating revisions through June 2020.

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(Charged Member, Charged Member's Counsel,
IEEE President & CEO, EMCC Chair, TAB Vice President,
IEEE L&C and Corporate Governance Staff)

3 July 2024

SENT VIA EMAIL: minwuumd@gmail.com

Min Wu, Ph.D.
8223 Paint Branch Dr
College Park, MD 20742

RE: Case 1165 & Case 1273: Final Decision of the IEEE Board of Directors

Dear Dr. Wu,

As 2024 IEEE President and Chair of the IEEE Board of Directors, I am writing to inform you of the results of your appeal of Case 1165 and Case 1273, which were submitted to the IEEE Ethics and Member Conduct Committee (EMCC), a committee of the IEEE Board of Directors, on 22 May 2024.

EMCC completed its review of your appeal on 12 June 2024, in accordance with IEEE Policy 7.10. The EMCC agreed with the CRC's finding of cause, as defined by Bylaw I-110, and modified the disciplinary action imposed against you by reducing the length of a ban from IEEE leadership positions for a period of ten years beginning on 1 May 2024.

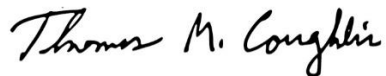
Subsequently, the IEEE Board of Directors, exercising its authority under IEEE Bylaw I-300, reviewed these cases on 24 June 2024. The IEEE Board reduced the length of the disciplinary action imposed against you, banning you from serving in any IEEE leadership position through 31 December 2027.

To be clear, your removal as SPS President stands. Following the end of the aforementioned leadership ban (after 31 December 2027), you will not be automatically reinstated to any position of leadership held by you prior to the current disciplinary action.

This determination of your appeal is final, and your complaints are not eligible for any further review. As such, this matter is now closed.

As a reminder, it is the policy of IEEE to maintain strict confidentiality regarding ethics reports, investigations, and outcomes. All discussions regarding this issue were held in Executive Sessions. We ask you not to disclose the details of these matters further.

Kind regards,



Thomas M. Coughlin
2024 IEEE President and CEO



Karen Pedersen
2024 EMCC Chair

cc: Jen Jackman, Esq.
Ice Miller, LLP
jen.jackman@icemiller.com